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September 1, 2000

00789-02870-00671

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

MJH

RE: **NEW FILING - LIMITED LIABILITY COMPANY**

EATING WELL LLC

W-21876
700003382647--3
-09/06/00--01017--007
****125.00 ****125.00

Ladies & Gentlemen:

Enclosed please find the Articles of Organization for the above referenced limited liability company and my check in the amount of \$125.00, for the filing fee and registered agent fee.

Please file the above referenced limited liability company as soon as possible.

Thank you in advance and if you have any questions do not hesitate to contact me.

Very truly yours,



Robert A. Brandt, Esq.

RAB:pa
Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 14 PM 3:13



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 6, 2000

ROBERT A. BRANDT, ESQ.
1110 BRICKELL AVENUE, PENTHOUSE 1
MIAMI, FL 33131

SUBJECT: EATING WELL LLC
Ref. Number: W00000021876

We have received your document for EATING WELL LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 800A00047260

**ARTICLES OF ORGANIZATION
OF
EATING WELL, LLC**

ARTICLE I - NAME:

The name of the limited liability company ("LLC") is:

EATING WELL, LLC

ARTICLE II - PERIOD OF DURATION

The period of duration of the LLC is perpetual.

ARTICLE III - ADDRESS

The mailing address and the street of the principal office of the LLC is:

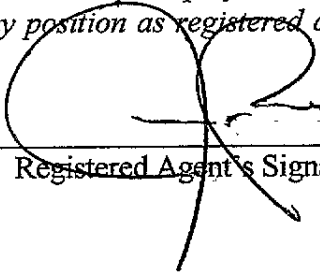
1760 N.W. 22 Street
Miami, FL 33142

**ARTICLE IV - REGISTERED AGENT, REGISTERED OFFICE
AND REGISTERED AGENT'S SIGNATURE**

The name and Florida street address of the LLC's initial registered agent are:

JACK MARTIN COE, P.A.
370 Minorca Avenue, Suite 6
Coral Gables, FL 33134-4311

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.



Registered Agent's Signature

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ARTICLE V - MANAGEMENT OF LLC

The LLC is to be managed by one manager or more managers and is, therefore, a manager - managed company.

ARTICLE IX - EXECUTION OF ARTICLES OF ORGANIZATION

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Executed at Miami, Florida on the 11th day of September, 2000.



Robert A. Brandt
Authorized Representative of a Member