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RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.

RICHARDS BUILDING
1253 PARK STREET
CLEARWATER, FLORIDA 33756

RALPH RICHARDS (1893-1980)
JOHN D. FITE
JOHN E. SLAUGHTER, JR.
EMIL G. PRATESI
R. CARLTON WARD
CYNTHIA I. RICE
THEO J. KARAPHILLIS

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OF COUNSEL
WILLIAM W. GILKEY
WILLIAM M. MACKENZIE
PATRICK W. RINARD

January 8, 2001

MJH

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

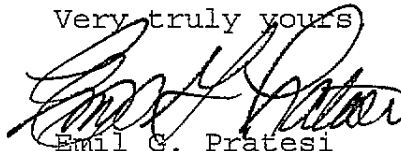
RE: Articles of Organization
CALANDRA-MICHAEL'S SPA, INC.

Gentlemen:

We enclose for filing in your office the original Articles of Organization and Designation of Registered Agent for the above referenced entity. Enclosed please find a check in the amount of \$155.00 to cover the filing fee and one (1) certified copy of the Articles.

We appreciate your forwarding the certified copies of the Articles to the undersigned at the firm and address shown above.

Very truly yours


Emil G. Pratesi

EGP/ljw
Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF ORGANIZATION
OF
CALANDRA-MICHAEL'S SPA, LLC

The undersigned hereby certifies that they have formed a limited liability company under the laws of the State of Florida.

ARTICLE I

Name

The name of the limited liability company shall be CALANDRA-MICHAEL'S SPA, LLC.

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the limited liability company is:

333 First Street South
St. Petersburg, Florida 33701

ARTICLE III

Period of Duration

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by operating agreement adopted by the Members of the limited liability company.

ARTICLE IV

Purposes

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE V

General Powers

The limited liability company shall have all those powers set forth in the Florida Statutes.

ARTICLE VI

Registered Office and Registered Agent

The street address of the limited liability company's registered office is 1253 Park Street, Clearwater, FL 33756 and the

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initial registered agent at such address is Emil G. Pratesi. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE VII

Initial Capital Contributions

The total amount of cash, and the description and agreed value of property other than cash initially contributed to the limited liability company, is described on the attached Exhibit "A", which is made a part hereof by this reference.

ARTICLE VIII

Additional Contributions

Additional contributions, if any, will be made by the Members as provided in the regulations adopted by the Members.

ARTICLE IX

Management

The management of the limited liability company shall be vested in the Members. The Members shall have the powers granted to them in the operating agreement. The initial Members are Olimpia Calandra, at 635 Columbus Drive, Tierra Verde, Florida 33715, and Louis Joseph Michael Philistine, at 2929 28th Avenue North, St. Petersburg, Florida 33713.

ARTICLE X

Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of the majority of the remaining Member's interests. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a Member, all contracts authorized by the limited liability company and executed

by such Member in his or its representative capacity shall survive and shall inure to the benefit of the limited liability company.

ARTICLE XI

Restrictions on Membership

No new Members shall be admitted to the limited liability company without the prior consent of a majority of the existing Member's interests. Contributions required of new Members shall be determined as of the time of their admission to the limited liability company. A Member's interest in the limited liability company may not be sold or otherwise transferred except in compliance with the operating agreement of the limited liability company. Additional restrictions and conditions on membership may be set forth in said operating agreement adopted by the Members.

ARTICLE XII

Operating Agreement.

The Members of the limited liability company shall adopt an operating agreement which shall pertain to the management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the Members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE XIII.

Acknowledgment

The undersigned, being the Members of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of CALANDRA-MICHAEL'S SPA, LLC. These Articles of Organization may be amended from time to time by the Members in the manner now or hereafter prescribed by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 18 day of DEC., 2000.

Olimpia Calandra

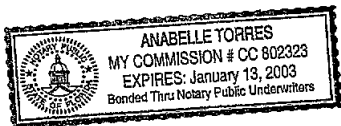
Louis Joseph Michael Philistine

Dated: Dec 18th 2000

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to take acknowledgements, Olimpia Calandra, who is personally known to me or who has produced _____ as identification, and she is the person described in and who executed the foregoing Articles of Organization of CALANDRA-MICHAEL'S SPA, LLC, and she acknowledged then and there before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 18 day of December,
2000.

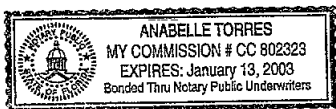


Anabelle Torres
Name: _____
Notary Public
Commission No. _____
My Commission expires: _____

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to take acknowledgements, Louis Joseph Michael Philistine, who is personally known to me or who has produced _____ as identification, and he is the person described in and who executed the foregoing Articles of Organization of CALANDRA-MICHAEL'S SPA, LLC, and he acknowledged then and there before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 18 day of December,
2000.



Anabelle Torres
Name: _____
Notary Public
Commission No. _____
My Commission expires: _____

EXHIBIT "A"

TO
ARTICLES OF ORGANIZATION
FOR
CALANDRA-MICHAEL'S SPA, LLC

Initial Contribution:

The initial contribution to the capital of CALANDRA-MICHAEL'S SPA, LLC by its members is as follows:

<u>Member</u>	<u>Cash, Property or other value</u>
Olimpia Calandra	\$ <u>100,000</u>
Louis Joseph Michael Philistine	\$ <u>/</u>
TOTAL	\$ <u>100,000</u>

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

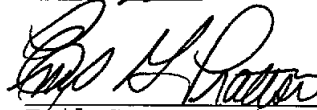
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:
CALANDRA-MICHAEL'S SPA, LLC
2. The name and address of the registered agent
and office is:

Emil G. Pratesi, Esquire
Richards, Gilkey, Fite,
Slaughter, Pratesi & Ward, P.A.
1253 Park Street
Clearwater, Florida 33756

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 obligation of my position as registered agent.

Dated this 20 day of Dec, 2000.



Emil G. Pratesi