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RecRelax Systems, LLC
2189 Cleveland St. Ste. 206
Clearwater, FL 33765
Ph. 727-449-9966
Fax 727-446-4515

MJH

March 26, 2001

Department of State
New Filings Section
409 East Gaines St.
Tallahassee FL 32399

400003923584--7
-03/28/01--01043--002
***125.00 ***125.00


Re: Filing of RecRelax Systems, LLC

Gentlemen,

Enclosed are the Articles for RecRelax Systems, LLC and the Registered Agent
application.

Thank you for your usual efficient service.

Sincerely,


G. T. Mayer
Manager

FILED
01 MAR 27 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE 1- Name:

The name of the Limited Liability Company is:

RecRelax Systems, LLC

ARTICLE II - Address:

The mailing address and street address of the principle office of the Limited Liability Company is:

2189 Cleveland St. Ste. 206

Clearwater, FL

33765

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

30 years.

Article IV - Management:

The Limited Liability Company is to be managed by a manager and the name and the address of such manager who is to serve as manager is:

G. T. Mayer

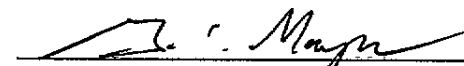
ARTICLE V - Admission of Additional Members:

The right , if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

Article VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

G. T. Mayer



Signature of a member or authorized representative of a member.

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

FILING FEE: \$125 for Articles of Organization and Registered Agent Fee.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 27 PM 5:04

FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
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:

RecRelax Systems, LLC

2. The name and address of the registered agent and office is:

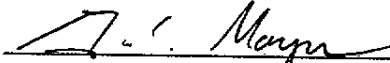
G. T. Mayer

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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.

G. T. Mayer, Manager


(Signature)

3/26/01
(Date)

FILING FEE: \$125 for Articles of Organization and Registered Agent Fee.