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Bern, Switzerland*

Reply To:

E. Scott Nunley, Esq.
snunley@becker-poliakoff.com

May 31, 2001

Florida Department of State – Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****125.00 ****125.00

Re: *Spalook.com, L.L.C.*

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization with reference to the above captioned limited liability company.

Also enclosed please find our check in the amount of \$125.00 which covers the following:

A.	Articles of Organization Filing Fee	\$100.00
B.	Registered Agent Fee	<u>\$ 25.00</u>

Total: \$125.00

Kindly file the same and return the stamped copy to me in the self addressed stamped envelope provided for your convenience.

Should you need to contact me regarding the same, my telephone number is (561) 655-5444.

Thank you in advance for your anticipated cooperation.

Very truly yours,

E. SCOTT NUNLEY
For the Firm

T. CLINE

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Enclosures
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ARTICLES OF ORGANIZATION

OF

SPALOOK.COM, L.L.C.

The undersigned, for the purpose of becoming a limited liability company under Chapter 608 of the laws of the State of Florida and for providing for the formation, rights, privileges, and immunities of limited liability companies for profit that hereby acknowledges and file the following Articles of Organization as the charter and authority for the conduct of business of such limited liability company.

ARTICLE I

Name

The name of the limited liability company shall be SPALOOK.COM, L.L.C.

ARTICLE II

Address

The mailing address and principal place of business shall be 130 Palm Avenue - #12, Jupiter, Florida 33477, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices as such place or places as may be from time to time.

ARTICLE III

Duration

The limited liability company shall commence existence on the date of the execution and acknowledgement of these articles if allowed by law; if not, then on the date of filing with the office of the Secretary of the State of Florida. This limited liability company shall exist perpetually thereafter, or until sooner dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IV

Management

Management of this limited liability company shall be managed by one or more managers and is, therefore a manager-managed company. The name and mailing address of the initial manager of the company is:

Jay Hennessey

130 Palm Avenue - #12,
Jupiter, Florida 33477

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ARTICLE V
Restrictions on Membership

Members shall have the right to admit new members in accordance with the provisions of the company's Operating Agreement. Contributions required of new members shall be determined as of the time of the admission to the limited liability company in accordance with the Operating Agreement of the limited liability company.

The members interest in the limited liability company may not be sold or otherwise transferred except as provided in the Operating Agreement.

ARTICLE VI
Members Rights to Continue Business

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member, or an occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business as provided in the Operating Agreement.

ARTICLE VII
Purposes and Powers

The general nature of the business or businesses to be transacted in which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under Florida Statutes.
2. In general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles of Organization; and to hold, utilize, and in any manner dispose of the rights and properties so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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SECRETARY

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as an agent, nominee, or attorney in-fact for any persons or corporations, and perform any services under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in the association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. The several clauses contained in this statement of general nature of business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and the statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit a limited liability company carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE VIII

Initial Registered Office and Agent

The address of the initial registered office of this limited liability company is 130 Palm Avenue - #12, Jupiter, Florida 33477, County of Palm Beach, State of Florida and the name of its initial registered agent at such address is Jay Hennessey.

The undersigned, being the original member of this limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of SpaLook.com, L.L.C. and in accordance with §608.408 (3), Fl. Stat. the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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Executed by the undersigned at Jupiter, Florida, effective the ____ day of May, 2001.


Jay Hennessey

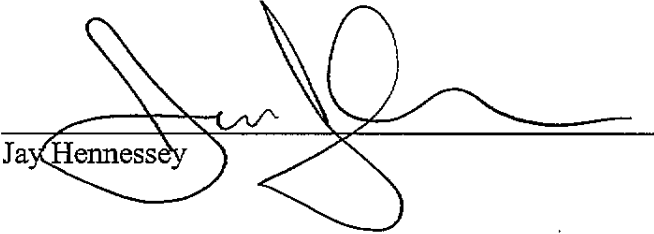
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated company, at the place designated in these Articles of Organization, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


Jay Hennessey

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