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WILLIAM M. POWELL
PHILIP STEINBERG

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August 22, 2001

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MJH

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

Re: Articles of Organization of Leisure Nail, LLC

Dear Sir/Madam:

Enclosed please find herewith the Articles of Organization for the above-referenced corporation to be filed along with the filing fee of \$125.00 for same. Upon completion of filing, please mail a conformation to me.

If you have any questions or need any additional information concerning this matter, please contact me.

Very truly yours,

WILLIAM M. POWELL

William M. Powell

William M. Powell

Signed in his absence to avoid delay.

WMP/nab
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
LEISURE NAIL, LLC

The undersigned, being the incorporator of Leisure Nail, LLC, a Florida limited liability company (the "Company"), hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is, Leisure Nail, LLC.

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

15696 Iona Lakes Drive
Fort Myers, Florida 33908

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

15696 Iona Lakes Drive
Fort Myers, Florida 33908

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

William M. Powell, Esquire
Powell & Steinberg, P.A.
3515 Del Prado Boulevard, Suite 101
Cape Coral, Florida 33904
(941) 540-3333

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the holders of seventy-five percent (75%) of the Shares in the Company in attendance at a duly called meeting of the members of the Company at which a quorum exists or by written consent of the holders of not less than seventy-five percent (75%) of the Shares in the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members of the Company, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members of the Company may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of the holders of not less than seventy-five percent (75%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than seventy-five percent (75%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

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 Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of the holders of not less than seventy-five percent (75%) of the Shares in the Company, which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than seventy-five percent (75%) of the Shares in the Company.

ARTICLE IX. MANAGER

The Company shall be managed by its members. The name and address of the initial members is set forth below. The initial member managers shall serve until the first annual meeting of the members of the Company or until their successors are elected and qualify.

Initial Managers

Address

David J. Sexton

15696 Iona Lakes Drive
Fort Myers, Florida 33908

Lee Sexton

15696 Iona Lakes Drive
Fort Myers, Florida 33908

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of the holders of not less than seventy-five percent (75%) of the Shares in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than seventy-five percent (75%) of the Shares in the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, all members of a limited liability company may enter into an operating agreement, which need not be in writing, to regulate the affairs of the company and the conduct of its business, establish duties in addition to those set forth in this chapter, and to govern relations among the members, managers, and company. Any inconsistency between written and oral operating agreements shall be resolved in favor of the written agreement. To the extent the operating agreement does not otherwise provide, the Act shall govern relations among the members, managers, and company.

IN WITNESS WHEREOF, the incorporator of the Company have executed the foregoing Articles of Organization this ____ day of August 2001.

By:



DAVID J. SEXTON
INCORPORATOR

CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

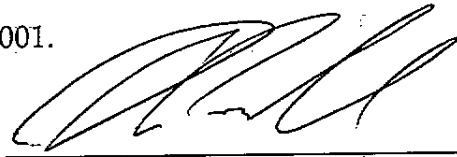
The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida

Limited Liability Company Act:

Having been appointed registered agent of Leisure Nail, LLC in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Dated this 22 day of August, 2001.

By:



WILLIAM M. POWELL
REGISTERED AGENT