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Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 NOV 28

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LIMITED LIABILITY COMPANY
SPA HOLDINGS, LLC

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**ARTICLES OF ORGANIZATION
OF
SPA HOLDINGS, LLC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 NOV 28

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is SPA HOLDINGS, LLC.

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

701 Brickell Ave.
Suite 3000
Miami, Florida 33131

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Ave., Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation and the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager(s) shall also have the rights and responsibilities described in the Regulations of the Company.

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Such Manager shall serve in such capacity until the first annual meeting of the Members or until their successor(s) are duly elected and qualified.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 27th day of November, 2001.

M Barreto Tercilla

Maggie Barreto Tercilla
Duly Authorized Representative of a
Member

STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

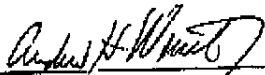
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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for SPA HOLDINGS, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position on this 27th day of November, 2001.

INTRASTATE REGISTERED AGENT CORPORATION

By: 
Name: Andrew H. Weinstein
Title: Vice President

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TALLAHASSEE, FLORIDA

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