

Division of Corporations

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**L020000008805**

**Florida Department of State**

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Account Name : MISHAN, SLOTO, & GREENBERG, P.A.  
Account Number : 073330003137  
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**LIMITED LIABILITY COMPANY**

**Spa Hospitality Worldwide, LLC**

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 0        |
| Page Count            | 04       |
| Estimated Charge      | \$125.00 |

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ARTICLES OF ORGANIZATION  
OF  
SPA HOSPITALITY WORLDWIDE, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

ARTICLE I

NAME

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

ARTICLE II

DURATION AND EFFECTIVE DATE

The period of this company's duration shall commence upon the filing of these Articles of Organization with the Department of State shall be perpetual, unless terminated by the unanimous written agreement of all members.

ARTICLE III

PURPOSE

The company shall be authorized to own, develop, operate and manage spas, and to enter into such financial arrangements as the Managers may from time to time determine to be necessary, and to engage in and transact any and all lawful business within and without the State of Florida or United States.

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This instrument prepared by:

Andrew B. Hellinger, Esq.

Florida Bar No:

MISHAN, SLOTO, GREENBERG & HELLINGER, P.A.

200 S. Biscayne Blvd., Suite 3000

Miami, Florida 33131

(305) 379-1792

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ARTICLE IV

ADDRESS

The mailing and street address of the principal office of the limited liability company is 9560 Doral Boulevard, Miami, Florida 33178.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company is 200 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131, and the name of the registered agent of this company at that address is Andrew B. Hellinger, Esq.

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the majority approval of the existing members, upon the written application of such new member.

ARTICLE VII

RIGHT TO CONTINUE BUSINESS

The remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE VIII

AMENDMENTS

The power to amend these Articles of Organization is reserved to the members of the Company and any such amendment requires the consent of the members holding more than fifty percent (50%) of the membership interests of the Company.

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ARTICLE IX

MANAGEMENT OF COMPANY

The business of the Company shall be managed by two (2) Managers. The managers shall hold the offices and have the responsibilities accorded to them by the members and set out in the operating agreement. The names and addresses of the initial Managers, who are to serve until the first annual meeting of Members or until their successor are elected and qualified, are:

Stephen Horwitz  
Marc Siegel

IN WITNESS WHEREOF, the undersigned member has hereunto set its hand and seal this 11 day of April, 2002.

  
Print Name: \_\_\_\_\_

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the Articles of Organization, I hereby accept this 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.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 11 day of April, 2002.

  
Andrew B. Hellinger, Esq.

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