

Michael J. Shelton  
426 Partridge Circle  
Sarasota, Florida 34236

941-953-3474

941-953-2994  
(Facsimile)

020000014591

June 12, 2002

Via Federal Express

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

6/11 off 6/11  
FL LLC

000005753250--9  
-06/11/02--01050--003  
\*\*\*\*130.00 \*\*\*\*130.00

MJH

Dear Sir:

Enclosed please find articles of organization for Lemon Avenue, L.L.C. I have also enclosed a check in the amount of \$130.00 representing the following:

Filing Fee:	\$100.00
Registered Agent Fee:	25.00
Certificate of Status Fee:	5.00

I have also enclosed a copy and request that you time stamp and return it to my attention in the enclosed self addressed stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,

Michael J. Shelton

FILED  
02 JUN 11 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Enclosures

**ARTICLES OF ORGANIZATION**

**OF**

**LEMON AVENUE, L.L.C.**

A Florida Limited Liability Company

FILED  
02 JUN 11 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**THIS IS TO CERTIFY:**

**FIRST:** That I, the undersigned, of full and legal age, and being directed and authorized to do so by the persons forming this limited liability company, and being one of them, do hereby file these Articles of Organization.

**SECOND:** That the name of the limited liability company is

Lemon Avenue, L.L.C.

**THIRD:** The effective date of these Articles of Organization shall be June 11, 2002. The latest date on which the limited liability company is to dissolve is December 31, 2032.

**FOURTH:** This limited liability company is formed for the purpose of:

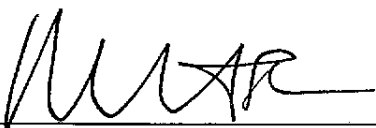
Operate a health spa and fitness facility and any related business or operation; Acquire by purchase or in any other manner, take, receive, own, hold, improve, develop, and otherwise deal with any interest in real or personal property, wherever located; issue notes, bonds, and other obligations and secure any of them by mortgage or deed of trust or security interest of any or all of its assets; purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of and otherwise use and deal in and with stock or other interests in and obligations of other corporations, associations, general or limited partnerships, limited liability partnerships, limited liability companies, foreign limited liability companies, business trusts, and individuals; invest its surplus funds, lend money in any manner which may be appropriate to enable it to carry on the operations or fulfill the purposes set forth in its articles of organization, and take and hold real property and personal property as security for the payment of funds so loaned or invested; elect and appoint agents and define their duties and fix their compensation; sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets; be a promoter, stockholder, partner, member, associate, or agent of any corporation, partnership, limited liability company, foreign limited liability company, joint venture, trust, or other enterprise; Indemnify and hold harmless any member, agent, or employee from and against any and all claims and demands, except in the case action or failure to act by the member, agent, or employee which constitutes willful misconduct or recklessness, and subject to the standards and restrictions, if any, set forth in the articles of organization or operating agreement; make and alter operating agreements, not inconsistent with its articles or organization or with the laws of the State of Florida, for the administration and regulation of the affairs of the limited liability company; cease its activities and dissolve; and all activities and purposes related thereto not inconsistent in promoting and attaining the purposes set forth in its articles of organization; and for any and all other lawful purpose.

**FIFTH:** The mailing address and street address of the principal office of the limited liability company is 22 North Lemon Avenue, Sarasota, Florida 34236.

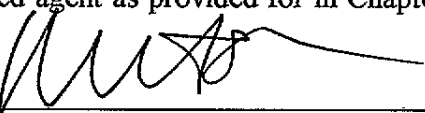
**SIXTH:** The limited liability company is to be managed by one manager or more managers and is, therefore, manager - managed company.

**SEVENTH:** The Registered Agent of the limited liability company shall be Michael J. Shelton whose resident address is 426 Partridge Circle, Sarasota, Florida 34236.

**IN WITNESS WHEREOF,** I hereunto set my hand and seal this 10th day of June, 2002, and do acknowledge the same to be my act, and do affirm, under the penalties of perjury, that, to the best of my knowledge, information and belief, all matters and facts set forth herein are true and correct in all material respects.

  
\_\_\_\_\_  
Michael J. Shelton (SEAL)

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 that 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 as provided for in Chapter 608, Florida Statutes.

  
\_\_\_\_\_  
Michael J. Shelton, Registered Agent (SEAL)

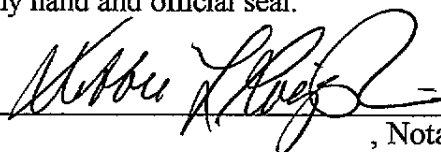
**STATE OF FLORIDA**  
**COUNTY OF SARASOTA, to wit:**

**I HEREBY CERTIFY,** that on this 10th day of June, 2002, before me, the undersigned officer, a Notary Public, in and for the aforesaid State and County, personally appeared Michael J. Shelton, known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

**IN WITNESS WHEREOF,** I hereunto set my hand and official seal.



Debbie L. Roginski  
MY COMMISSION # DD022349 EXPIRES  
May 1, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

  
\_\_\_\_\_  
, Notary Public

My commission expires:

**AFTER REGISTRATION, PLEASE RETURN TO:**

Michael J. Shelton  
426 Partridge Circle  
Sarasota, Florida 34236