

The,
Rotbart Law
Group, P.A.

LO2000024699

105 East Palmetto Park Road, Boca Raton, Florida 33432
Telephone: 561.338.0720 • Facsimile: 561.362.8512 • E-mail: alexesq@adelphia.net

September 19, 2002

Via FedEx

Florida Department of State
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL

Re: **Article of Organization for
Yoga Partners of South Florida, L.L.C.**

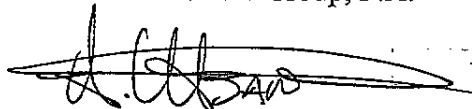
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****125.00 ****125.00

Dear Sir or Madam:

Please find enclosed one (1) original and one (1) copy of the Articles of Organization for the above referenced Limited Liability Company. I have also enclosed our firm's check in the amount of \$125.00 representing: \$100.00 filing fee and \$25.00 registered agent fee. Please return a copy of the filed Articles once this request has been processed.

Should you have any questions, please do not hesitate to contact our offices.

Very truly yours,
The Rotbart Law Group, P.A.



BY: Alexander B. Rotbart, Esq.
ABR/kac
Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

YOGA PARTNERS OF SOUTH FLORIDA, LLC., a Florida Limited Liability Company

The undersigned subscribes to these Articles of Organization hereby for a Limited Liability Company under the Laws of the State of Florida.

The name of this limited liability company is:

**Yoga Partners of South Florida, LLC.,
a Florida Limited Liability Company**

ARTICLE ONE NATURE OF BUSINESS

This limited liability company may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

Without limiting any of the purposes, powers and objects of this limited liability company it is expressly declared and provided that this limited liability company shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers either as principal, agent or broker, conferred by the laws of Florida upon limited liability companies, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE TWO DURATION

This limited liability company shall have perpetual existence. The date of existence shall begin upon the filing of these Article of Organization and upon acceptance by the Secretary of State.

This instrument prepared by:
Alexander B. Rotbart, Esq.
The Rotbart Law Group, P.A.
Executive Place – Second Floor
105 East Palmetto Park Road
Boca Raton, Florida 33432
Tel: 561.338.0720 Fax: 561.362.8512
Fla. Bar No. 982717

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TALLAHASSEE, FLORIDA

ARTICLE THREE
PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of this limited liability company shall be 1753 N. Congress Avenue, Suite H-3, Boynton Beach, Florida 33306 and such other place or places as the members from time to time may determine. The mailing address is the same as the principal place of business address.

The initial registered agent of this limited liability company shall be The Rotbart Law Group, P.A., Executive Place – Second Floor, 105 East Palmetto Park Road, Boca Raton, Florida 33432.

ARTICLE FOUR
CONTRIBUTIONS TO CAPITAL

The contributions to capital may be in the form of cash or in property, tangible or intangible, personal, real or mixed. The just valuation of the property contributed to capital shall be fixed by the members at a meeting called for such purpose.

Additional capital contribution to equity, in cash or in property, shall be made from time to time pursuant to the needs of this limited liability company as determined by its manager.

Additional contributions in the form of loans, whether in cash or in kind, and the terms of these loans, may be made as authorized by the manager and upon terms and conditions as agreed upon the manager.

The failure to make capital contributions in the capital amount and at the agreed upon due dates shall result in the member in default being dropped and his interest distributed prorata to the remaining member or members.

ARTICLE FIVE
ADMISSION OF ADDITIONAL MEMBERS

The members of this limited liability company are given the right to admit additional members upon terms and conditions set forth in the Operating Agreement adopted by the members. This company shall have three members initially. The numbers of members may be increased or decreased from time to time in such manner as may be prescribed by the Operating Agreement but shall never be less than one (1). Initially, the members of this limited liability company shall be:

1. Michael and Lynn Weisman, Husband and Wife
1753 N. Congress Avenue, Suite H-3, Boynton Beach, Florida 33306
2. Howard and Cheryl Kostoris, Husband and wife
1753 N. Congress Avenue, Suite H-3, Boynton Beach, Florida 33306

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3. YogaNow, LLC, a Connecticut limited liability company
C/O Barry S. Fiegenbaum, Esq.
Rogin, Nassau, Caplan, Lassman & Hirtle
CityPlace I
22nd Floor
Hartford, CT 06103

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ARTICLE SIX MANAGEMENT OF BUSINESS

Management or conduct of this limited liability company shall be by a manager or manager designated, appointed, elected, removed, or replaced by a vote, approval or consent of the members with voting power prorata to their interest. The rights and duties of the members shall be set forth in the Operating Agreement of this limited liability company which is incorporated herein by reference. Decisions shall be by majority vote of the members having a management interest in the company, each such member having a vote proportionate to his or her management interest in the company as defined in the operating agreement. The limited liability company shall be a member-managed company. In the event of a conflict between this provision and the Operating Agreement, the terms of the Operating Agreement shall control.

The name and address of the initial manager of the limited liability company as designated by the majority of the members shall be:

1. Lynn Weisman – 1551 S.W. 2nd Avenue, Boca Raton, Florida 33432.

ARTICLE SEVEN REGULATIONS

At the time of executing these Article of Organization, the members of the limited liability company shall adopt an Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with law or these articles.

Unless otherwise provided in the operating agreement, a unanimous vote is required in order to authorize any of the following acts:

- (i) amendments to the Articles of Organization;
- (ii) amendment to the Operating Agreement;
- (iii) authority to sell, merge or dissolve the LLC
- (v) the sale of substantially all of the LLC's property; and

- (vi) admission of a new member.

ARTICLE EIGHT PROPERTY

Real, personal or intellectual property originally brought into or transferred to the company, or acquired by the company by purchase or otherwise shall be held and owned, and conveyance shall be made in the name of this limited liability company. The company's Operating Agreement shall make a provision as to who may execute instruments and documents relating to property.

ARTICLE NINE MEETING OF MEMBERS

Annual meetings of the members shall be held on the first Tuesday of April of each year without call or notice at times and places selected by the members. Special meeting may be called by any member in accordance with the requirements set forth in the Operating Agreement at any time after the giving of 5 days notice to the other members. Notice of special meeting shall be given by actual notice in person or by telephone to each member. Attendance at meetings constitutes a waiver of notice unless the member protests the lack of notice to him. Minutes shall be kept of all regular and special meetings.

ARTICLE TEN TRANSFERABILITY OF MEMBERS' INTEREST

A member's interest in this limited liability company may be transferred only in accordance with the terms and conditions of the operating agreement. In the absence of a validly executed operating agreement, a member's interest in this limited liability company may only be transferred to remaining members in proportion to their respective pro-rata interest in the limited liability company, exclusive of the transferring member's interest.

ARTICLE ELEVEN PROFITS AND LOSSES

The members of this company shall be entitled to the net profits arising from the operation of the company business. Each member shall be entitled to his distributive share of the profits according to his prorata interest in the company. Losses shall be passed through to each member according to his prorata interest in the company.

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**ARTICLE TWELVE
WITHDRAWAL, RETIREMENT, DEATH,
BANKRUPTCY, OR EXPULSION**

In the event of withdrawal, retirement, death, bankruptcy or expulsion of a member, this limited liability company shall remain in existence and continue in business pursuant to the applicable provisions of the Operating Agreement.

**ARTICLE THIRTEEN
AMENDMENTS**

These articles, except with respect to the vested rights of the members, may be amended from time to time by unanimous consent of the members, and the amendment shall be filed, duly signed by all members of the company, with the Florida Department of State.

**ARTICLE FOURTEEN
INDEMNIFICATION**

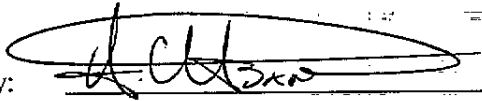
The limited liability company shall indemnify and hold harmless any manager and member, or any former manager or member, to the full extent permitted by law.

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TALLAHASSEE, FLORIDA

ARTICLE FIFTEEN


The Rotbart Law Group, P.A., having been named as registered agent for this limited liability company, at the place designated in the articles of organization, hereby agrees to act in the capacity of registered agent, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of their duties.

The Rotbart Law Group, P.A., Registered Agent

By: 
Title: President
Name: Alexander B. Rotbart

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned manager as the authorized representative of the members of the company has executed and acknowledged these Article of Organization this 30 day of August, 2002.


Lynn Weisman
As its Manager-Authorized Representative of the Members

(In accordance with Section 608.408 (3). Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)