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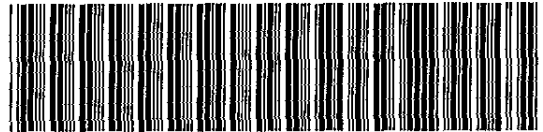
(Business Entity Name)

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TALLAHASSEE, FLORIDA

10-23-02

SLOTT & BARKER

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

334 EAST DUVAL STREET
JACKSONVILLE, FLORIDA 32202-2718
TELEPHONE (904) 353-0033
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October 21, 2002

ARNOLD H. SLOTT, P.A.
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EARL M. BARKER, JR., P.A.
Board Certified Civil Trial Attorney
E-mail: embarker@bellsouth.net

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Fleming Island Spa Club, LLC
Our File No.: 00-0300-EMB

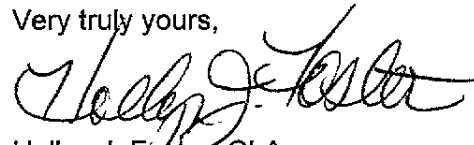
Ladies and Gentlemen:

An Original and one copy of the Articles of Organization and an original Certificate Designating Registered Agent, are enclosed for filing, together with a check in the amount of \$125.00 for payment of your fees. Please file the Articles. The check has been allocated as follows:

Filing fee-	\$100.00
Registered Agent	
Designation-	<u>\$ 25.00</u>
Total	\$125.00

Thank you for your assistance. If there are any questions concerning the proposed name, or otherwise, please call me at the telephone number listed above.

Very truly yours,



Hollyn J. Foster, CLA
Certified Legal Assistant

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Enclosures

**ARTICLES OF ORGANIZATION
OF
FLEMING ISLAND SPA CLUB, LLC**

The undersigned subscriber to these Articles of Organization (these "Articles"), a natural person competent to contract and a member of the limited liability company hereinafter named, hereby forms a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Sections 608.401, et seq., of the State of Florida. All capitalized terms in these Articles shall have the meaning defined by the Florida Limited Liability Company Act or, if not there defined, shall have the meaning defined in its Operating Agreement.

**ARTICLE I
NAME**

The name of the limited liability company is Fleming Island Spa Club, LLC (the "Company").

**ARTICLE II
ADDRESSES**

The street address of the principal office of the Company is 1560 Business Center Drive, Suite 6, Orange Park, FL 32003 and its mailing address is 334 E. Duval Street, Jacksonville, Florida 32202 at the time of execution of these Articles.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of this Company's initial registered office is 334 E. Duval Street, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Brooke L. Spitzer.

**ARTICLE IV
OPERATING AGREEMENT**

The affairs of the Company and the conduct of its business, the duties of its Members in addition to those established by law and the relations between and among the Members, managers and Company shall be governed by its Operating Agreement, which shall be adopted by its Members.

**ARTICLE V
MANAGEMENT**

The Company is to be a member managed Company.

DATED at Jacksonville, Florida on October 21, 2002.



Brooke L. Spitzer

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with law, the following is submitted:

First, that Fleming Island Spa Club, LLC, desiring to organize or qualify under the laws of the State of Florida, with the street address of its principal place of business at 1560 Business Center Drive, Suite 6, Orange Park, FL 32003, has named Earl M. Barker, Jr., located at 334 E. Duval Street, Jacksonville, FL 32202, as its registered agent and its agent to accept service of process within Florida.

FLEMING ISLAND SPA CLUB, LLC

By: Brooke L. Spitzer
Brooke L. Spitzer
Its Managing Member

Having been named as registered agent and agent to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of registered agent as provided by Florida Statutes, Chapter 608.

DATED October 21, 2002.

Earl M. Barker, Jr.
Earl M. Barker, Jr.
Registered Agent

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