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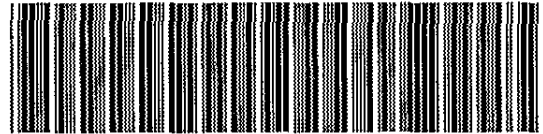
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Charles R.L. White

ATTORNEY AT LAW

725 NORTH A1A, SUITE E-102
JUPITER, FLORIDA 33477

PHONE (561) 746-0176

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E-MAIL: crlwlaw@aol.com

October 28, 2002

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Yoga on Mars, LLC.

Dear Sir or Madam:

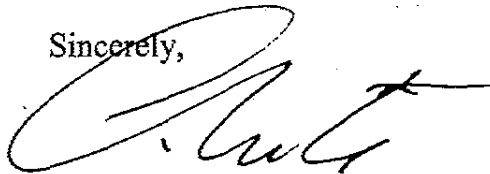
In connection with the above-referenced limited liability company, enclosed are an original and one photocopy of the Articles of Organization to be filed with the Secretary of State.

Please date-stamp the copy and return it to me in the enclosed self-addressed envelope.

Also enclosed is a check in the amount of \$125.00, payable to the Secretary of State, representing the filing fee.

Thank you.

Sincerely,



Charles R.L. White

CRLW/trb
Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
YOGA ON MARS, LLC.

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TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of this limited liability company shall be YOGA ON MARS, LLC.

ARTICLE II – DURATION

The limited liability company shall have perpetual existence.

ARTICLE III – PURPOSE AND POWERS

(A) Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

(b) Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street address of this limited liability company shall be 3 Yacht Club Place, Tequesta, FL 33469

ARTICLE V – INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent are:

CHARLES R.L. WHITE, ESQUIRE
725 North A1A, Suite E-102
Jupiter, Florida 33477

ARTICLE VI – ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

ARTICLE VII- INITIAL MANAGER

(A) This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one (1) manager. The number of managers of this company may be changed in

accordance with regulations of the company. The name and address of the initial manager is as follows:

Anne G. Templeton
3 Yacht Club Place
Tequesta, FL 33469

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TALLAHASSEE, FLORIDA

(B) The initial manager shall serve until the first annual meeting of members or until her successor is elected and qualified or until her death or resignation.

ARTICLE VIII – REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

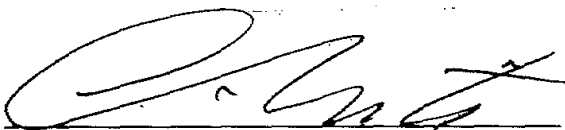
ARTICLE IX – MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE X – AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 28th day of October, 2002.



Signature of a member or an authorized representative
of a member

(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)

Charles R.L. White, Esq.
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**


The name of the limited liability company is YOGA ON MARS, LLC.

The name and address of the registered agent and office is:

CHARLES R. L. WHITE, ESQUIRE
725 N. A1A, Suite E-102
Jupiter, Florida 33477

Having been named as registered agent and to accept service of process of the above-named limited liability company at the place designated in this certificate, I hereby accept the 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: October 28, 2002


Charles R.L. White

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