

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L02000030162
FILED 8:00 AM
November 12, 2002
Sec. Of State

Article I

The name of the Limited Liability Company is:

SPA DESTINATIONS LLC

Article II

The street address of the principal office of the Limited Liability Company is:

511 NORTH PINELLAS AVENUE
TARPON SPRINGS, FL. 34689

The mailing address of the Limited Liability Company is:

511 NORTH PINELLAS AVENUE
TARPON SPRINGS, FL. 34689

Article III

The name and Florida street address of the registered agent is:

DEMOSTHENES G PRODROMITIS
511 NORTH PINELLAS AVENUE
TARPON SPRINGS, FL. 34689

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 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.

Registered Agent Signature: DEMOSTHENES G. PRODROMITIS

Article IV

The name and address of managing members/managers are:

Title: MGRM
GEORGE CANTONIS
855 EAST PINE STREET
TARPON SPRINGS, FL. 34689

Title: MGRM
DEMOSTHENES G PRODROMITIS
511 N. PINELLAS AVE.
TARPON SPRINGS, FL. 34689

Article V

The effective date for this Limited Liability Company shall be:

01/01/2003

Signature of member or an authorized representative of a member

Signature: MARY KLIMIS COBURN

L02000030162
FILED 8:00 AM
November 12, 2002
Sec. Of State