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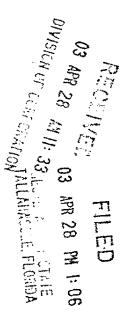
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CT CORPORATION

April 28, 2003

Secretary of State, Florida 409 East Gaines Street Tallahassee FL 32399

Re:

Order #: 5839640 SO

Customer Reference 1:

Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Global Spa Network II LLC (FL) Formation Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton Sr. Fulfillment Specialist Jeff_Netherton@cch-lis.com

660 East Jefferson Street Tallahassee, FL 32301 Tel. 850 222 1092 Fax 850 222 7615

STATE OF THE OF

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPAN

ARTICLE I - Name:

The name of the Limited Liability Company is:

Global Spa Network II LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 12 Overbrook Road, Upper Saddle River, NJ 07458

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

CT Corporation Syst	em	
	Name	,
1200 South Pine Isla	and Road	
Florida street add	ress (P.O. Box <u>NOT</u> acceptable)	-*
Plantation	FL 33324	_: _
Ci	ty, State, and Zip	

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 as provided for in Chapter 608, F.S.

Registered Agent's Signature

(An additional article must be added if an effective date is requested)

Signature of a member or an authorized representative of a member.

(In accordance with section 608.409(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Todd M. Brinberg, Authorized Representative of Member

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

S 5.00 Certificate of Status (Optional)