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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : FLORIDA INCORPORATORS, INC.
Account Number : 075350000473
Phone : (305) 379-7907
Fax Number : (305) 402-3141

LIMITED LIABILITY COMPANY

Palm Lane Spa Group, LLC

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ARTICLES OF ORGANIZATION FOR

PALM LANE SPA GROUP, LLC

A FLORIDA LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

PALM LANE SPA GROUP, LLC

ARTICLE II - Mailing and Street Address:

The mailing and street address of the Limited Liability Company is:

PALM LANE SPA GROUP, LLC
4000 Ponce de Leon Blvd., Ste. 470
Coral Gables, FL 33146

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

30 years

FLORIDA INCORPORATORS, INC.
8875 Hidden River Pkwy, Ste 300 1
Tampa, FL 33637
(813) 632-7882

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ARTICLE IV - Management:

The Limited Liability Company is to be managed by a manager who shall be empowered to act on behalf of the Limited Liability Company, and the name and address of the Manager is:

Marc Howard Siegel
2 Grove Isle Drive
Coconut Grove, FL 33324
Manager

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

The remaining members may admit additional members upon the majority vote of the remaining members consenting to the admission of the additional member.

ARTICLE VI - Members Rights to Continue Business:

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining members have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited

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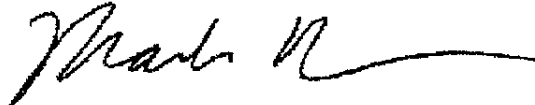
liability company upon the majority vote of the remaining members.

ARTICLE VII - Registered Agent:

The initial registered agent and registered office of the limited liability company shall be:

Florida Incorporators, Inc.
8875 Hidden River Pkwy, Ste. 300
Tampa, FL 33637

DATED: May 22, 2003

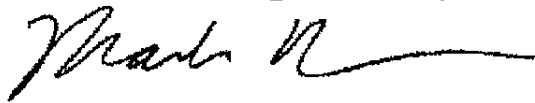


Mark Hankins
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

I hereby declare I am familiar with and accept the duties and responsibilities as registered agent of the limited liability company.

Florida Incorporators, Inc.

By: 
Mark Hankins, President

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