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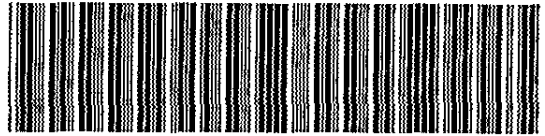
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LAW OFFICE
JORDAN FIELDS, P. A.
A PROFESSIONAL ASSOCIATION
416 CORTEZ AVENUE
STUART, FLORIDA 34994

(772) 286-0890
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jfbalaw@bellsouth.net

JORDAN FIELDS, P.A.

YVONNE M. KOEHLER, CLA

May 16, 2003

Division of Corporations
Registration Dept.
PO Box 6327
Tallahassee, FL 32314

RE: TKB ENTERPRISES, LLC

Dear Clerk,

Enclosed are the original and a copy of the Articles of Organization for TKB ENTERPRISES LLC. together with our check in the amount of \$130.00 for registration fees.

Please furnish a receipted copy of the Articles to the undersigned.

Thank You,



Jordan Fields
enclosures

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ARTICLES OF ORGANIZATION
FOR
TKB ENTERPRISES, LLC

ARTICLE I - NAME

The name of this limited liability company shall be TKB ENTERPRISES, LLC.

ARTICLE II - DURATION

This limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE

Except as restricted by these Articles of Organization, this limited liability company is organized to own and operate a fitness facility, spa and related sales and services and 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.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and street address of this limited liability company shall be 10106 S. Federal Highway, Stuart, Florida

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

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

JILL BROWNIE, 2976 Timberlane Court, Jensen Beach, Florida 34957

ARTICLE VI - ADDITIONAL MEMBERS

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

ARTICLE VII - INITIAL MANAGERS

This limited liability company shall be managed by one or more of its members and is therefore, a member-managed company. The name and address of the initial member-managers are:

MARNI ABATE 1210 SE Palm Beach Road, Port St. Lucie, Florida

JILL BROWNIES 2976 Timberlane Court, Jensen Beach, Florida 34957

The initial managers shall serve until the first annual meeting of members or until their successors are elected and qualified or until 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' RIGHTS TO CONTINUE BUSINESS

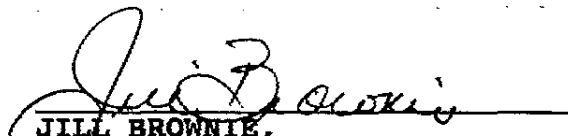
The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member, or any other event which terminates the membership of a member, have the right to continue the business of the limited liability company subject to approval by the unanimous vote of the remaining members; provided that there is at least one (1) member.

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.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named a Registered Agent for TKB ENTERPRISES, LLC, a limited liability company, in this Article of Organization, JILL BROWNIE, on behalf of the LLC, hereby agree to accept service of process for said LLC at the above stated address and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent. I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


JILL BROWNIE,
Registered Agent

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.

IN WITNESS WHEREOF, the undersigned has executed these articles of organization this 14th day of May, 2003.

Jill Brownie
Jill Brownie
Marni Abate
Marni Abate

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 14th
day of May, 2003, by JILL BROWNIE and MARNI ABATE, who is
known to me or who produced known to me as identification.

Yvonne M. Koehler
Notary Public

(Seal)



Yvonne M. Koehler
MY COMMISSION # DD053871 EXPIRES
September 29, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

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