

U03 0000 19520

Capitol Services Inc.
(Requestor's Name)

1045 Merritt Drive
(Address)

Ta 00 FL 32301
(Address)

(City/State/Zip/Phone #)

☒ PICK-UP ☐ WAIT ☐ MAIL

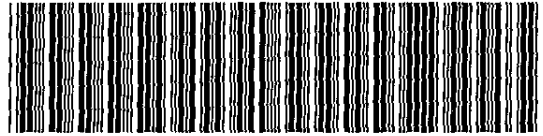
(Business Entity Name)

(Document Number)

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ARTICLES OF ORGANIZATION

OF

ALEGRE SPAS, LLC

A Florida Limited Liability Company

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, for the purpose of association to establish a limited liability company for the transaction of business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions of and subject to the requirements of the laws of the State of Florida, do make, record and file these Articles of Organization in writing.

AND I DO HEREBY CERTIFY:

FIRST: The name of the Company is:

ALEGRE SPAS, LLC

SECOND: The principal office and mailing address in the State of Florida is to be located at 4085 Poinciana Avenue, Miami, Florida 33133. The Company may also maintain an office or offices at such other places within or outside the State of Florida, as it may from time to time determine. Company business of every kind and nature may be conducted, and meetings of members may be held outside the State of Florida, the same as in the State of Florida.

THIRD: The registered agent of the limited liability company is David R. Lawrence whose Florida street address is 6400 N. Andrews Avenue, Suite #320, Fort Lauderdale, Florida 33309.

FOURTH: The limited liability company is a member managed company. The company may admit new members upon such terms and conditions as may be specified by the existing members, only upon the unanimous written consent of the existing members. A new member may be substituted for an existing member upon the unanimous written consent of the

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remaining members or as provided in the Operating Agreement. The Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event, which terminates his, her or its continued membership in the Company upon the unanimous written consent of the remaining members. The initial member and the initial managing member of the Company shall be Luis Alegre.

FIFTH: The Company may engage in any lawful activity including but not limited to, buying selling, and leasing property, lending and investing money on its own account or for others, rendering business advise, providing personal services of any nature and acting on behalf of itself or others to the maximum extent permitted by law in business transactions.

SIXTH: No member of this Company shall be liable to the Company or its members for any breach of fiduciary duty as member of the company. This provision shall not affect liability for acts or omissions, which involve intentional misconduct, fraud, or a knowing violation of the law.

The members of the Company are not liable under a judgement, decree, or order of the Court, or in any other manner, for a debt, obligation or liability of the company. All expenses incurred by members in defending an administrative, investigative, civil or criminal action, suit, or proceeding, related in any manner to the business of the company must be paid by the Company as they are incurred in advance of a final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of a member to repay the amount if it is ultimately determined by a Court of competent jurisdiction, that he or she did not act in good faith, in the manner he or she reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, with no reasonable cause to believe his conduct was unlawful.

SEVENTH: The day-to-day business of the Company shall be conducted by one managing member elected by a majority of the members. The approval of the managing member shall be required to incur any debt, obligation, or liability on the part of the Company. The name and post office address of the initial managing member is as follows:

NAME
Luis Alegre

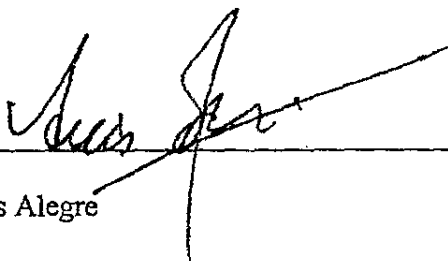
ADDRESS
4085 Poinciana Avenue
Miami, Florida 33133

The number of members of the Company may from time be increased or decreased as determined by the holders of two-thirds (2/3) of the membership units as defined in the Operating Agreement.

Only the managing member may act on behalf of the Company.

EIGHTH: This Company shall exist for thirty (30) years from the date of its creation unless sooner dissolved pursuant to the law of the State of Florida, or these Articles of Organization, or the Operating Agreement of the Company.

EXECUTED this 23 day of May, 2003.


Luis Alegre

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State of Florida

Broward County

Sworn and subscribed to before me this 20 day of May, 2003 by
David R. Lawrence personally known to me.

Linda LaPerna
Notary Public



Linda LaPerna
MY COMMISSION # CC962615 EXPIRES
September 29, 2004
BONDED THRU TROY FARM INSURANCE, INC.

Notary Stamp (Seal)

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF ACCEPTANCE
OF APPOINTMENT OF RESIDENT AGENT**

In the matter of ALEGRE SPAS, LLC, a Florida limited Liability Company, I hereby certify that on the 10 day of MAY, 2003, I am familiar with and accept the appointment and related obligations of the position of Resident Agent of the above entitled limited liability company in accordance with Section of the Florida Revised Statutes ().

IN WITNESS THEREOF, I have hereunto set my hand this 20 day of MAY, 2003.

David R. Lawrence
David R. Lawrence

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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