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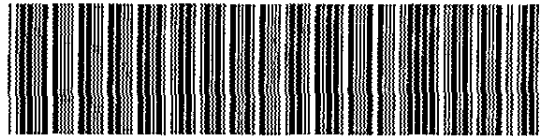
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June 11, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Awesome Spas, LLC

Filing Evidence

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

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NEW FILINGS	
	Profit
	Non Profit
X	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

**ARTICLES OF ORGANIZATION
OF
AWESOME SPAS, LLC**

The undersigned hereby certifies that he is the Authorized Representative of the Member who is forming a Limited Liability Company under Florida Statutes Chapters 608. The following Articles of Organization are hereby adopted.

**ARTICLE I.
NAME**

The name of the Limited Liability Company shall be Awesome Spas, LLC.

**ARTICLE II.
DURATION; EFFECTIVE DATE**

This Limited Liability Company shall exist perpetually, commencing as of the date on which these Articles of Organization are filed with the State of Florida Department of State.

**ARTICLE III.
ADDRESS; PRINCIPAL OFFICE**

The mailing address and principal office of the Limited Liability Company is 2442 23rd Street North, St. Petersburg, Florida 33713.

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 1303 North Armenia Avenue, Tampa, FL 33607 and the name of its initial registered agent at such address is Fernando Perez, III.

**ARTICLE V.
PURPOSE**

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

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**ARTICLE VI.
VOTING AND NONVOTING**

The Members' interests in the Limited Liability Company shall consist of Voting Members and Nonvoting Members, in accordance with the Operating Agreement of the Limited Liability Company.

**ARTICLE VII.
OPERATING AGREEMENT**

The Voting Member(s), by the affirmative vote of the Voting Member(s) who hold a majority of the Voting Interests of the Limited Liability Company shall have the power to adopt, alter, amend, or repeal an Operating Agreement which may contain any provisions for the regulation and management of the affairs of the Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization.

**ARTICLE VIII.
AMENDMENT**

These Articles of Organization may be amended by the affirmative vote of the Voting Member(s) who hold a majority of the Voting Interests of the Limited Liability Company in accordance with the Operating Agreement of the Limited Liability Company.

The undersigned, being the Authorized Representative of the initial Members of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of Awesome Spas, LLC.

Executed by the undersigned this 6th day of June, 2003.

AUTHORIZED REPRESENTATIVE OF A MEMBER



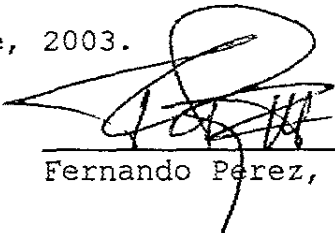
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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for the Awesome Spas, LLC and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED this 7th day of June, 2003.



Fernando Perez, III

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA