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Division of Corporations

COX NICI

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Florida Department of State
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To:

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

From:

Account Name : COX & NICI
Account Number : I20000000223
Phone : (239) 254-0706
Fax Number : (239) 254-0709

LIMITED LIABILITY AMENDMENT

SWAN LAKE SPA, LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$60.00

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**AMENDED
ARTICLES OF ORGANIZATION
OF
SWAN LAKE SPA, LLC**

**ARTICLE I
NAME**

The name of this Limited Liability Company is SWAN LAKE SPA, LLC (the "Company").

**ARTICLE II
DURATION**

The period of duration for the Company is perpetual.

**ARTICLE III
ADDRESS**

The mailing address and street address of the principal office of the Company is:

1009 Crosspointe Drive, Suite 1
Naples, Florida 34110

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The registered office of this Company shall be c/o Cox & Nici, 1185 Immokalee Road, Naples, Florida 34110, and its registered agent at such office shall be James R. Nici.

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, Florida Statutes.

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ARTICLE V
MANAGEMENT

The Company is to be managed by managing member(s) and the name and address of the managing member who shall serve as managing member until the first annual meeting or until his successor is chosen is:

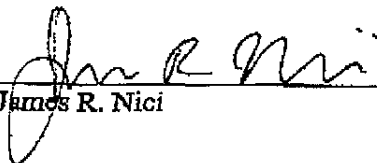
Luciano Boemi, Trustee of the Cassie Boemi Gifting Trust dated 8/27/03.

Dated this 12th day of July, 2004.



Managing Member

James R. Nici, having been designated to act as registered agent, hereby agrees to act in such capacity.



James R. Nici

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