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2400 NORTH COMMERCE PARKWAY

SUITE 303

WESTON, FL 33326

April 22, 2004

By Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Filing of Articles of Organization

Dear Sir or Madam:

Enclosed are Articles of Organization for Shape-U-Up, LLC for filing. Also enclosed is an additional copy for certification.

Please file the articles immediately and return them to me in the self addressed-stamped envelope provided. If you have any questions, please give me a call.

Finally enclosed is a check made payable to the Department of State in the amount of \$155.00 to cover the cost of the filing fee.

Very truly yours,


ALISON P. HERMAN

APH:lm

Attachments

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
SHAPE-U-UP, LLC
A
FLORIDA LIMITED LIABILITY COMPANY

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization for such Company:

ARTICLE I - NAME

The name of this limited liability company is:

SHAPE-U-UP, LLC

ARTICLE II - ADDRESS

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

530 S.W. 168 Avenue, Weston, Florida 33326

ARTICLE III - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of the Company is ALISON P. HERMAN.

The street address of the initial Registered Agent Office is 2800 Ponce De Leon Boulevard,
Suite 1125, Coral Gables, Florida 33134

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one or more members and therefore, a member-managed company.

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ARTICLE V - AMENDMENTS

The power to amend these Articles of Organization is reserved in the Members of the Company and any such amendment requires the consent of the Members holding more than fifty percent (50%) of the Membership Interests in the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 16 day of April, 2004.

By: _____

David Sandoval, Sole Member

(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).

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Shape-U-Up, LLC, as made in the foregoing Articles of Organization, and agree to act in such 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 the accept the obligations of my position as the initial Registered Agent of Shape-U-Up, LLC.

Date: 4/16/04



ALISON P. HERMAN, Initial Registered Agent

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