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ROBERT N. GOLDSTEIN

Receiver/Trustee

614B Banyan Trail
Boca Raton, FL 33431

561-997-4002
561-997-4003 (Fax)
bobg@herssi.com

June 4, 2004

Department of State
STATE OF FLORIDA
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

RE: MESSAGE THERAPEUTIC KNEADS, LLC

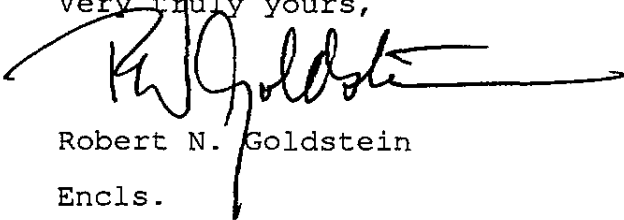
To Whom it May Concern:

Enclosed is an original and one (1) copy of the Articles of Organization of the above-captioned Limited Liability Company along with a check in the amount of \$130.00 for the appropriate fees for the filing, Designation of the Registered Agent and Certificate of Status.

Kindly indicate the filing of these Articles thereon and return the copy to us.

Thank you for your cooperation in this matter.

Very truly yours,



Robert N. Goldstein

Encls.

cc: Karl Guintier

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TALLAHASSEE, FL 32314

ARTICLES OF ORGANIZATION FOR MASSAGE THERAPEUTIC KNEADS, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be MASSAGE THERAPEUTIC KNEADS, LLC., and its principal office and mailing address shall be located at 10782 S. US Highway 1, Port St. Lucie, Florida 34952 but it shall have the power and authority to establish branch offices at any other place or places as the members may so designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do,
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state,

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government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by unanimous vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

This limited liability company shall be manager managed company and shall be managed by two (2) managers. The names and addresses of the persons who shall serve until the first annual meeting of the members or until his/her successors are elected and qualified are:

KARL GUNTER 10782 S. US Highway 1, Port St. Lucie, Florida 34952.

DEBRA L. SWANSON 10782 S. US Highway 1, Port St. Lucie, Florida 34952

ARTICLE V. MANAGEMENT

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by one member as follows:

KARL GUNTER 100%

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in the same proportions as

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their initial contributions.

ARTICLE VII. PROFITS AND LOSSES

(A) The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of profits specified as follows:

KARL GINTER	99%
DEBRA L. SWANSON	1%

The distributive share of the profits shall be determined and paid to the members each year.

(B) All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, be the members in the following shares:

KARL GINTER	99%
DEBRA L. SWANSON	1%

ARTICLE VIII. DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX. REGISTERED AGENT

The name and Florida street address of the initial registered agent is Debra L. Swanson, 10782 S. US Highway 1, Port St. Lucie, Florida 34952

ARTICLE X - EFFECTIVE DATE

The effective date of this limited liability company is the date that it is filed with the Secretary of State.

In accordance with section 608.408(3), Florida Statutes, the undersigned, being the original members of the limited liability company, have executed these proposed Articles of Organization this ____ day of June, 2004 and hereby affirms, under the penalties of perjury that the facts stated herein are true.

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By: Karl D. Guinter
Karl Guinter, Managing Member

STATE OF FLORIDA)
) ss.
COUNTY OF ST. LUCIE)

The foregoing instrument was acknowledged before me in the County and State aforesaid, this 4th day of June, 2004 by Karl Guinter, who is known to me to be the person in and who has executed the foregoing instrument and who has taken an oath.

WITNESS my hand and official seal at Port St. Lucie, St. Lucie County, Florida this 4th day of June, 2004.

Nancy Rose Goldstein
NOTARY PUBLIC, STATE OF FLORIDA,
AT LARGE

My Commission Expires:



Nancy Rose Goldstein
Commission # CC 940232
Expires Sep. 21, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

Pursuant to the provisions of Sections 608.415 and 608.407(1) (c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is MASSAGE THERAPEUTIC KNEADS, LLC.

The name of the registered agent for MASSAGE THERAPEUTIC KNEADS, LLC. is DEBRA L. SWANSON and the street address of the company's principal office where the agent is located is 10782 S. US Highway 1, Port St. Lucie, Florida 34952.

This statement is to acknowledge that, as indicated above, MASSAGE THERAPEUTIC KNEADS, LLC has appointed me, DEBRA L. SWANSON, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 4th, 2004



Debra L. Swanson

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