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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY  
Spa, LLC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
SPA, LLC**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

**ARTICLE I  
NAME**

The name of the limited liability company (the "Company") is: SPA, LLC.

**ARTICLE II  
ADDRESSES**

The initial mailing address and street address of the Company is 1357 West Beaver Street, Jacksonville, Florida 32209.

**ARTICLE III  
REGISTERED AGENT**

The name and street address of the initial registered agent of the Company are Charles R. Curley, Jr., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32209.

**ARTICLE IV  
MANAGEMENT**

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

**ARTICLE V  
LIMITED LIABILITY**

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned, being an authorized representative of the Member of the Company, has executed these Articles of Organization this 10th day of June, 2004. 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.

By: 

Charles R. Curley, Jr.,  
Authorized Representative

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ROGERS TOWERS

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is:  
**SPA, LLC**
2. The name and the Florida street address of the registered agent are:  
**CHARLES R. CURLEY, JR.  
1301 RIVERPLACE BOULEVARD, SUITE 1500  
JACKSONVILLE, FLORIDA 32207**

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.

Dated: June 10, 2004

Signature of Registered Agent

  
Charles R. Curley, Jr.

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