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LIMITED LIABILITY COMPANY
TOTAL BODY WORKS OF FLORIDA, LLC

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**ARTICLES OF ORGANIZATION
OF
TOTAL BODY WORKS OF FLORIDA, LLC**

The undersigned, acting as the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

ARTICLE I

Name

The name of the Company is **TOTAL BODY WORKS OF FLORIDA, LLC.**

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Company is: 6 Kingston Court, Stuart, Florida 34996.

ARTICLE III

Initial Registered Agent and Office

The street address of the initial registered office of the Company is: 201 North Franklin Street, Suite 2200, Tampa, Florida 33602, and the name of its initial registered agent at that address is: Michael J. Nolan.

ARTICLE IV

Organizing Member

The name and address of the member of the Company executing these Articles of Organization are: Frank Tidikis, 6 Kingston Court, Stuart, Florida 34996.

ARTICLE V

Management

The Company shall be a manager-managed company.

Dated effective as of this 31 day of May, 2004.

By: 

Frank Tidikis

06/16/2004

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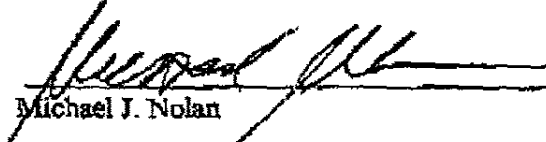
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 31st day of May, 2004.

REGISTERED AGENT:


Michael J. Nolan

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