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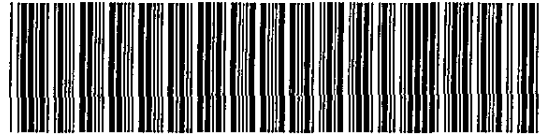
(Business Entity Name)

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BK

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Spa Development Group Inc.

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

9/1/04 10:00

**ARTICLES OF ORGANIZATION
OF
SPA DEVELOPMENT GROUP, LLC**

1. Name. The name of this limited liability company is Spa Development Group, LLC, a Florida limited liability company (the "Company").

2. Duration. The Company shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida, subject only to the terms of the Operating Agreement.

4. Place of Business. The mailing and street address of the Company's principal office is 27160 Bay Landing Drive, Bonita Springs, Florida 34135.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Michael E. Sullivan. The street address of the initial registered agent of the Company is 3360 11th Avenue S.W., Naples, Florida 34117.

6. Management of the Company. The Company shall be a manager-managed Company, in accordance with the Operating Agreement adopted by the members. The name and address of the initial manager, who shall serve until the first annual meeting of the members or until its successors is elected and qualified, is Michael E. Sullivan, 3360 11th Avenue S.W., Naples, Florida 34117.

7. Voting. The Company is authorized to issue membership units with voting rights and membership units without voting rights.

8. Certificated Interests. The members' interests in the Company may be evidenced by certificates, at the discretion of the manager.

9. Additional Members. The company shall have the right to admit additional members pursuant to the terms and conditions of the Operating Agreement to be adopted by the members.

The undersigned executed these Articles of Organization as of the 31 day of August, 2004.




Ronald L. Stetler, Authorized Agent

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

A handwritten signature in black ink, appearing to read "M. E. Sullivan", written over a horizontal line.

Michael E. Sullivan, Registered Agent

Dated: August 31, 2004.