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LIMITED LIABILITY COMPANY

sobe skin care, llc

Certificate of Status	0
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ARTICLES OF ORGANIZATION OF
SOBE SKIN CARE, LLC

The undersigned hereby agree(s) to organize a limited liability company under the laws of the State of Florida, with the following Articles of Organization.

ARTICLE I
NAME

The limited liability company name shall be: SOBE SKIN CARE, LLC

ARTICLE II
EXISTENCE

The limited liability company shall exist for thirty (30) years from the date of organization unless terminated earlier per Florida Statute 608.

ARTICLE III
PURPOSE

The limited liability company purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon limited liability companies.

ARTICLE IV
PRINCIPAL OFFICE

The post office address of the principal office of the limited liability company is: 1900 Sunset Harbor Drive, Suite 1802, Miami Beach, Florida 33139 or at any other location that the Board of Directors chooses to designate.

Prepared by: Pedro A. Cofiño, Esq.
407 Lincoln Road, Suite 2B
Miami Beach, Florida
Florida Bar No.: 323918

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**ARTICLE V
INITIAL REGISTERED AGENT**

The initial Registered Agent of the limited liability company is Troy Fowler and the street address of the registered office is: 1900 Sunset Harbor Drive, Suite 1802, Miami Beach, Florida 33139.

**ARTICLE VI
INITIAL BOARD OF MANAGERS**

The business of the limited liability company shall be managed by a Board of Managers consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name(s) and address(es) of the first Board of Directors who shall serve until the first annual meeting of the shareholders or until their successors are elected and qualified shall be:

NAMES

Troy Fowler

ADDRESSES

1900 Sunset Harbor Drive, Suite 1802
Miami Beach, Florida 33139

David Camacho

1900 Sunset Harbor Drive, Suite 1802
Miami Beach, Florida 33139

**ARTICLE VII
POWERS OF MANAGER(S)**

The Manager(s) shall exercise all powers conferred by law.

**ARTICLE VIII
INDEMNIFICATION**

The limited liability company shall indemnify any and all of its managers or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their limited liability company's capacity.

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MILWAUKEE ASSOCIATES

**ARTICLE IX
AMENDMENTS**

The limited liability company reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Organization in the manner now or hereafter prescribed by Florida Statutes.

**ARTICLE X
MEMBERS**

The name(s) and address(es) of the Member(s) of the limited liability company is/are as follows:

NAMES

ADDRESSES

Troy Fowler

1900 Sunset Harbor Drive, Suite 1802
Miami Beach, Florida 33139

David Camacho

1900 Sunset Harbor Drive, Suite 1802
Miami Beach, Florida 33139

**ARTICLE XI
PROPERTY CONTRIBUTED**

The Member(s) has/have contributed both cash, in the sum of \$500.00.

**ARTICLE XII
ADDITIONAL CONTRIBUTIONS TO CAPITAL**

Should all Member(s) agree at a regular or special meeting of Members of this limited liability company that additional capital is needed then, in that event, it shall be contributed by all members within a reasonable time as determined at the meeting.

**ARTICLE XIII
ADDITIONAL MEMBERS**

Should all members agree at a regular or special meeting of the members of this limited liability company that additional members may be admitted, then additional members shall be admitted upon payment of cash or contribution of capital assets per the agreement of all members to accept the same.

**ARTICLE XIV
CONTINUATION OF BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or the occurrence of any other event which would terminate the continued membership of a member(s) in this limited liability company, the other member(s) has/have the right to continue the business of the company as reconstituted without the departing member(s), pursuant to the terms and conditions as set forth in the limited liability company's by-laws.

IN WITNESS WHEREOF, the undersigned, being the original member(s) of the limited liability company, has/have executed these Articles of Organization this __ day of December, 2004.



TROY FOWLER

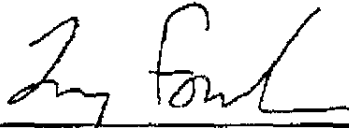
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SOBE SKIN CARE, LLC
ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability company, at the place designated in these Articles of Organization, I, Troy Fowler, hereby accept to act in this capacity, and agree to comply with the provisions in Chapter 48.091, Florida Statutes, relative to keeping open said office.



TROY FOWLER
REGISTERED AGENT

DEC 7 11:42 AM
HALL COUNTY CLERK

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