

MAR. 8. 2005 2:29PM
Division of Corporations

TRENAM, KEMKE

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

JTM 05-5348

LIMITED LIABILITY COMPANY

HEAVENLY BODIES AESTHETICS, LLC

Certificate of Status	0
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ARTICLES OF ORGANIZATION

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OF

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HEAVENLY BODIES AESTHETICS, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorized representative of a Member hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

HEAVENLY BODIES AESTHETICS, LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

2031 4th Street, North Suite 1
St. Petersburg, FL 33704

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 101 East Kennedy Boulevard, Suite 2700, Tampa, FL 33602, and the initial registered agent of the Company at such office shall be Michael Whittaker. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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TRENAM, KEMKER

NO. 0647 P. 3

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ARTICLE IV

Operating Agreement

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The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

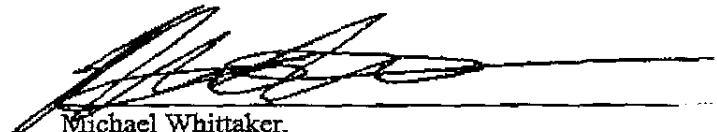
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ARTICLE V

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.



Michael Whittaker,
As the authorized representative of a Member

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TRENAM, KEMKER

NO. 0647 P. 4

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HEAVENLY BODIES AESTHETICS, LLC

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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

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The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATED this 8th day of March, 2005.



Michael Whittaker

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