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To:
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Fax Number : (850) 205-0383

From:
Account Name : THE STRATEGIC COUNSEL, L.C.
Account Number : I20040000092
Phone : (813) 286-1700
Fax Number : (813) 286 3600

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LIMITED LIABILITY COMPANY

Top Of Mind Awareness, LLC

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ARTICLES OF ORGANIZATION
OF
TOP OF MIND AWARENESS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Top Of Mind Awareness, LLC ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company: 4805 West Laurel St. Suite 230, Tampa, FL 33607.

ARTICLE III -- DURATION

The company shall commence its existence on the 11th day of March, 2005. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Steven P. Riley, 4805 West Laurel Street, Suite 230, Tampa, FL 33607.

ARTICLE V -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of all the remaining members.

ARTICLE VII -- MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are

1. Steven P. Riley, for 4805 West Laurel St., Suite 230, Tampa, FL 33607
Coach for Life, Inc., Member Manager
2. Thomas J. Mann, for 4805 West Laurel St., Suite 230, Tampa, FL 33607
Marywoods Enterprises, LLC, Member Manager

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at: Tampa, FL on this 14 day February, 2005.

Steven P. Riley
Steven P. Riley, for
Coach for Life, Inc., Member Manager

Thomas J. Mann
Thomas J. Mann, for
Marywoods Enterprises, LLC, Member Manager

Sworn to and subscribed before me this 14 day of February, by

[Signature]
Notary Public -- State of Florida

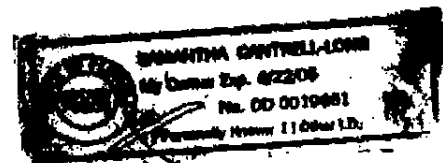
Personally Known

OR
Produced Identification

Type of Identification Produced _____
(Seal)

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TALLAHASSEE, FLORIDA



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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT.

I, Steven P. Riley, hereby accept designation as Registered Agent on this 1 day of Feb, 2005.



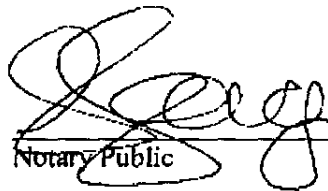
Steven P. Riley

State of Florida

County of Hillsborough

BEFORE ME, the undersigned authority, on this day personally appeared Steven P. Riley, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 1 day of February, 2005.

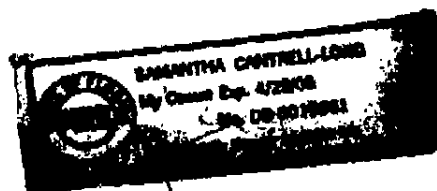


Notary Public

Notary Public in and for the

State of Florida

My Commission Expires:



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