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From:

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LIMITED LIABILITY COMPANY

FLORIDA MEDSPA PARTNERS, LLC

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J. BRYAN MAY 16 2005

ARTICLES OF ORGANIZATION
OF
FLORIDA MEDSPA PARTNERS, LLC

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We, the undersigned natural persons competent to contract hereby organize and form a limited liability company under and pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE 1.

Name of Limited Liability Company

The name of this limited liability company shall be FLORIDA MEDSPA PARTNERS, LLC.

ARTICLE 2.

Period of Duration

The existence of the Company shall be perpetual from the date of filing these Articles with the Department of State unless terminated by vote of the members.

ARTICLE 3.

Purpose

The Company is organized for the purpose of transacting any and all lawful business which limited liability companies may transact pursuant to Chapter 608, Florida Statutes.

ARTICLE 4.

Place of Business and Registered Agent

The street address and mailing address of the initial business office of the Company is 14115 Miller Drive, Palm Beach Gardens, Florida 33410, and the name and address of the initial registered agent of the Company is JERALD S. BEER, ESQ. The Company shall

Jerald S. Beer, Esq.
Boose, Casey, et al.
515 N. Flagler Dr., Suite 1800
W. Palm Beach, FL 33401
561 832-5900 - Florida Bar No. 310311

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have the privilege of having offices at other places within or without the State of Florida and within or without the United States of America. The Company may, at its discretion, at any time, change the address of its place of business.

ARTICLE 5.

Investment in Company

The total amount of cash to be contributed to the Company upon its formation is One Hundred Dollars (\$100.00), which is to be contributed in equal shares by the members of the Company. No property other than cash shall be contributed initially.

ARTICLE 6.

Additional Contributions

Additional contributions of up to -\$0- in additional capital shall be made as determined by the Manager, with all of such contributions to be made in equal shares by the members within ten (10) days after notice from the Manager. Thereafter, additional contributions, if any, will be made as and when agreed to by a vote of at least seventy-five percent (75%) "in interest of the members" of the Company (as that phrase is defined in this Company's Regulations). Members who have their ownership interest as tenants by the entirety shall collectively have a single vote. If the tenancy by the entireties shall be severed or terminated for any reason, each former tenant by the entirety shall have a proportional fractional vote such that all former tenants by the entirety shall have the same cumulative votes as prior to the severing or termination of the tenancy by the entirety.

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ARTICLE 7.

Additional Members

Additional members may be admitted to the Company upon such terms and conditions as shall be established by a majority interest of the then-existing members.

ARTICLE 8.

Continuation of Business

The remaining members of the Company shall have the right to continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE 9.

Management

Management of the Company is reserved to JONATHON M. RUBIN and DAVID J. SALVADOR, members, who shall serve as the managers of this Company until such time as another manager is designated in accordance with the Regulations. JONATHON M. RUBIN's and DAVID J. SALVADOR's address is 14115 Miller Drive, Palm Beach Gardens, Florida 33410.

ARTICLE 10.

Indemnification of Members and Manager

Except in the case of gross negligence or willful or wanton behavior, the Company shall indemnify and save harmless every manager and member of the Company from all costs and expense incurred by him, her or it in connection with the defense of any action, suit or proceeding, whether civil or criminal, in which he, she or it is made a party as a result of having been a member of or manager of this Company.

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ARTICLE 11.

Substitution of Members

The interest of the initial members of the Company may be transferred or assigned to third parties who shall be successor members in their place and stead.


ARTICLE 12.

Counterparts

These Articles may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all of which taken together shall constitute one and the same instrument and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart. Multiple signature and notary pages for the members may be attached to a counterpart of these Articles.

In witness of the foregoing, I have hereunto set my hand and seal this 9 day of May, 2005.

JONATHON M. RUBIN & DIANE RUBIN
AS TENANTS BY THE ENTIRETY - 50%



JONATHON M. RUBIN




DIANE RUBIN

DAVID J. SALVADOR & KATHRYN S. SALVADOR
AS TENANTS BY THE ENTIRETY - 50%



DAVID J. SALVADOR



KATHRYN S. SALVADOR

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 608, Florida Statutes, the following
is submitted, in compliance with said Act:

That FLORIDA MEDSPA PARTNERS, LLC., desiring to organize as
limited liability company under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Organization, has named JERALD S. BEER, ESQ., located at 515 North
Flagler Drive, Suite 1800, City of West Palm Beach, County of Palm
Beach, State of Florida 33401, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated limited liability company, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.


JERALD S. BEER

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