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AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF

MONDELLO MEDICAL SPA, LLC

These Amended and Restated Articles of Organization amend and restate the original Articles of Organization of Mondello Medical Spa, LLC, which was filed with the Florida Secretary of State on August 1, 2005. These Amended and Restated Articles of Organization of Mondello Medical Spa, LLC were duly approved and executed by the member and manager of said company in accordance with Section 608.411, Florida Statutes.

The Articles of Organization of Mondello Medical Spa, LLC are hereby amended and restated in their entirety as follows:

The undersigned, acting as organizer of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF COMPANY

The name of the limited liability company is MONDELLO MEDICAL SPA, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office of the Company is 116 E. Park Avenue, Lake Wales, Florida 33853. The mailing address of the principal office of the company is 116 E. Park Avenue, Lake Wales, Florida 33853.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company in the State of Florida is 116 E. Park Avenue, Lake Wales, Florida 33853. The name of the registered agent of the Company at that address is Carol Mondello.

ARTICLE IV - MANAGEMENT

The Company is to be a manager-managed company. The name and address of the manager of the Company is Carol Mondello, whose address is 116 E. Park Avenue, Lake Wales, Florida 33853.

ARTICLE V - EFFECTIVE DATE

The effective date of these Amended and Restated Articles of Organization shall be the date of filing of these Amended and Restated Articles of Organization.

The undersigned member and manager has made and subscribed these Amended and Restated Articles of Organization this 22 day of August, 2005.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated therein are true and correct.

Manager and Member

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

AROL MOMDELLO

Date: