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FLORIDA/FOREIGN LIMITED LIABILITY CO.

REJUVENESCE MEDSPA, LLC

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**ARTICLES OF ORGANIZATION
OF
REJUVENESCE MEDSPA, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

ARTICLE I

Name

The name of this Company shall be: REJUVENESCE MEDSPA, LLC.

ARTICLE II

Place of Business

The principal place of business of this Company shall be 8688 131st Street North, Suite B, Seminole, Florida 33776, and such other place or places as may be designated by the manager from time to time. The mailing address of this Company shall be 1433 Court Street, Clearwater, Florida 33756.

ARTICLE III

Registered Agent and Office

The initial registered agent for this Company shall be ERNEST H. MCDOWELL, and the address of the registered agent for service of process shall be 1433 Court Street, Clearwater, Florida 33756.

ARTICLE IV

Management of Business

The Company shall be manager managed. The initial manager shall be ERNEST H. MCDOWELL, whose address is 1433 Court Street, Clearwater, Florida 33756, until the first annual meeting of members or until a successor is elected and qualified.

The undersigned has executed these Articles of Organization this 16 day of May, 2008.


ERNEST H. MCDOWELL

Prepared By:
Michael G. Little, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0861877
(727) 461-1818

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**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 1433 Court Street, Clearwater, Florida 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated: May 16, 2006

Ernest H. McDowell
ERNEST H. MCDOWELL

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