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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Radiance MedSpa of Boca Raton, LLC

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ARTICLES OF ORGANIZATION
OF
RADIANCE MEDSPA OF BOCA RATON, LLC
A Florida Limited Liability Company

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The undersigned, acting as the members of a limited liability company under the Florida Limited Liability Company Act as set forth in Chapter 608 of the Florida Statutes, do hereby adopt the following Articles of Organization for RADIANCE MEDSPA OF BOCA RATON, LLC (the "Company"):

ARTICLE I

NAME

The name of the Company is RADIANCE MEDSPA OF BOCA RATON, LLC and its principal place of business shall be in the City of Boca Raton, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II

DURATION

The limited liability company shall exist until dissolved in a manner provided by law, or as provided in accordance with the regulations adopted by the Members.

ARTICLE THREE

ADDRESS

The mailing address and street address of the principal office of the Company is 2401 N.E. 22nd Terrace, Ft. Lauderdale, FL 33305.

Jeffrey L. Cohen Esq. (Florida Bar #703966)
Strawn, Monaghan & Cohen, P.A.
54 Northeast Fourth Avenue
Delray Beach, FL 33483
(561) 278-9400

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ARTICLE FOUR

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the Company is Jeffrey L. Cohen, 54 N.E. Fourth Avenue, Delray Beach, Florida 33483.

ARTICLE FIVE

MANAGEMENT AND MANAGING MEMBERS

The Company is to be managed by one or more managers and is, therefore, a manager - managed company. The following are the names and addresses of each Managing Member:

| | | |
|------------------|--------|--|
| Roberta Verville | (MGRM) | 2401 N.E. 22 nd Terrace Ft. Lauderdale, FL 33305 |
|------------------|--------|--|

| | | |
|------------|--------|--|
| Sandy Yawn | (MGRM) | 2401 N.E. 22 nd Terrace Ft. Lauderdale, FL 33305 |
|------------|--------|--|

ARTICLE SIX

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager, managing member or officer of the Company or is or was serving at the request of the Company as a manager, managing member, director or officer of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including, without limitation, attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company. The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

The undersigned, in accordance with Section 608.407(3), being the original members of the Company, hereby certify that the foregoing constitutes the proposed Articles of Organization of RADIANCE MEDSPA OF BOCA RATON, LLC.

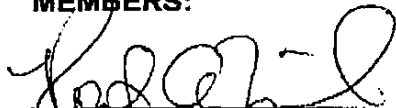
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In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Executed by the undersigned on May 26, 2006

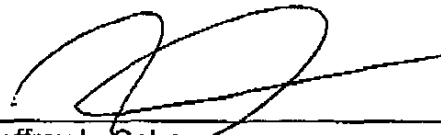
MEMBERS:


Roberta Verville


Sandy Yawn

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent and to accept service of process for RADIANCE MEDSPA OF BOCA RATON, LLC in the foregoing Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


Jeffrey L. Cohen

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May 17, 2006

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