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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Lifestyle Solutions MedSpa, P.L.

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ARTICLES OF ORGANIZATION

OF

LIFESTYLE SOLUTIONS MEDSPA, P.L.

Pursuant to the Florida Professional Service Corporation and Limited Liability Company Act and the Florida Limited Liability Company Act (collectively, the "Act"), the following are adopted as the Articles of Organization of the professional limited liability company organized hereby:

ARTICLE I NAME

The name of the professional limited liability company (the "Company") shall be Lifestyle Solutions MedSpa, P.L.

ARTICLE II DURATION

Unless earlier terminated pursuant to the Act or the Operating Agreement (as defined in S. §608.402(24)) of the Company, the period of its duration shall be perpetual.

ARTICLE III ADDRESS

The mailing address and the street address of the principal office of the Company shall be 2139-B N.E. 2nd Street, Ocala, FL 34470.

ARTICLE IV REGISTERED AGENT

The initial registered office of the Company shall be 2139-B N.E. 2nd Street, Ocala, FL 34470, and the name of its initial registered agent at such address is Michael M. Holloway, M.D.

ARTICLE V INITIAL MEMBER

The initial member of the Company is duly licensed to practice medicine under the laws of the State of Florida and to render services as such. The name and address of the initial member is:

Michael M. Holloway, M.D.

2139-B N.E. 2nd Street
Ocala, FL 34470

Additional members (as the term "member" is defined in F.S. §608.402(21)) may be admitted at such times and on such terms and conditions as provided in the Operating Agreement of the Company.

ARTICLE VI CONTINUATION OF BUSINESS

The remaining members of the Company may continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which

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terminates the continued membership of the member or members in the Company as provided in the Act or the Operating Agreement of the Company.

**ARTICLE VII
MANAGEMENT OF THE COMPANY**

The Company will be a manager managed company managed by its managers in accordance with and subject to the requirements of the Act and the Operating Agreement of the Company.

The name and address of the person who will serve as manager until the first annual meeting of the of the members or their successors have been duly elected and qualified is:

Michael M. Holloway, M.D.

2139-B N.E. 2nd Street
Ocala, FL 34470

IN WITNESS WHEREOF, the undersigned, being a member of the Company, has executed the Articles of Organization on behalf of the Company in accordance with F.S. §608.407(3).

Dated this 28th day of March, 2007


Michael M. Holloway, M.D., Member

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Chapter 608, Florida Statutes, as amended from time to time, the following is submitted:

Lifestyle Solutions MedSpa, P.L., desiring to organize or qualify under the laws of the State of Florida as a professional limited liability company pursuant to the Act, hereby designates Michael M. Holloway, M.D. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 2139-B N.E. 2nd Street, Ocala, FL 34470.

Dated this 28th day of March, 2007.

LIFESTYLE SOLUTIONS MEDSPA, P.L.

By: M. Holloway

Michael M. Holloway, M.D., Member

Having been named as registered agent to accept service of process for the above stated professional limited liability company, at the place designated in this certificate, I hereby agree to 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.

Dated this 28th day of March, 2007.

M. Holloway
Michael M. Holloway, M.D.

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