Florida Department of State

Division of Corporations Public Access System

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Division of Corporations

Fax Number : (850)205-0383

Account Name : THE FLORIDA COMPANY

Account Number : T20060000001

Phone : (608)827-5300 Fax Number : (608)824-0405

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Elements Spa Management LLC

Certificate of Status	0
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ARTICLES OF ORGANIZATION OF Elements Spa Management LLC

ARTICLE I

NAME

The name of the limited liability company shall be: Elements Spa Management LLC

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be: 16701 Collins Ave., Miami Beach, Florida 33160.

ARTICLE III

INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Business Filings Inchroprated, 1203 Governors Square Blvd, Suite 101, Tallahassee, Florida 32301-2960 The cate in the County of Leon.

ARTICLE IV

DURATION

The duration for the limited liability company shall be: 12/31/2047.

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ARTICLE V MA

MANAGERS/MEMBERS

The management of the limited liability company is reserved for the Members and the name and address of the member of the Limited Liability Company is:

Laura L Booher, 16701 Collins Avc., Miami Beach, Florida 33160

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The Florida Incorporating Company, Organizer

Terese Coulthard, Asst. Sec.

Authorized Representative

Prepared by Terese Coulthard, The Florida Incorporating Company, 8025 Excelsior Dr.,

Suite 200, Madison, WI 53717

(608) 827-5300

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the limited liability company is: Elements Spa Management LLC

The name and address of the registered agent and office is Business Filings Incorporated, 1203 Governors Square Blvd, Suite 101, Tallahassee, Florida 32301-2960. Located in the County of Leon.

Having been named as registered agent and to accept service of process for the above stated company at the place designated in this certificate, 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.

Signature:

Terese Coulthard, Asst. Sec. Business Filings Incorporated Date: July 2, 2007

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SECRETARY OF STATE