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FLORIDA/FOREIGN LIMITED LIABILITY CO.

GEM WEIGHT LOSS LLC

Certificate of Status	0
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ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - NAME

The name of the Limited Liability Company is **GEM WEIGHT LOSS LLC HOLDINGS, LLC**

ARTICLE II - ADDRESS

The mailing address of the limited liability company is:

**GEM WEIGHT LOSS LLC
C/O SOUTH BROWARD ACCOUNTING SERVICE INC
5599 S UNIVERSITY ROAD STE 306
DAVIE, FL 33324**

The street address of the principal office of the limited liability company is:

**GEM WEIGHT LOSS LLC
21097 N E 27TH COURT SUITE 590
AVENTRA, FL 33180**

ARTICLE III - COMENCEMENT OF EXISTENCE

The existence of the limited liability company will commence on the date of filing these articles of organization.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the limited liability company is:

**5599 S UNIVERSITY DR STE 306
DAVIE, FL 33328**

The name of the limited liability company's initial registered agent at that address is **MIRTA CHEDIAK**.

Having been named as registered agent and to accept service of process for the above stated limited liability 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

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comply with the provisions of all statutes relating to the proper and complete performance of the duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Registered Agent's Signature

ARTICLE V - MANAGEMENT

The limited liability company shall have two managing members initially. The number of members may either be increased or diminished from time to time, as provided in the bylaws, but never be less than one. The name and address of the initial managing members are:

NAME	TITLE	ADDRESS
Charles L. Goldsmith	MGRM	21097 N E 27 th Court Ste 590 Aventura, FL 33180
Physicians Weight Loss & Wellness Inc.	MGRM	21097 N E 27 th Court Ste 590 Aventura, FL 33180

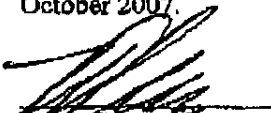
ARTICLE VI - BYLAWS

The power to adopt, altar, amend or repeal bylaws shall be vested in the members, except that the members may not amend or repeal any bylaw adopted by the members specifically providing that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE VII - AMENDMENTS

The limited liability company reserves the right to amend, altar, change, or repeal any provision in these articles of organization in the manner described by law and all rights conferred on Members are subject to this reservation.

The undersigned authority, for the purpose of forming a limited liability company under the laws of the State of Florida, has executed these articles of organization this 26th day of October 2007.


Maria Chediak

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