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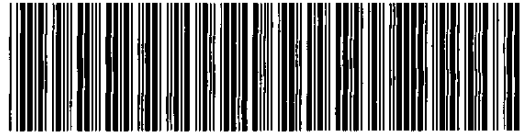
(Business Entity Name)

(Document Number)

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12/03/07--01062--002 \*\*100.00

EFFECTIVE DATE

12/01/07

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 DEC - 3 PM 2:36

J. BRYAN DEC - 4 2007

November 27, 2007

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: Tara's Miracle Spa, LLC**

Gentlemen:

I have enclosed subject client's Articles of Organization and fees for filing with your division.

Please return all correspondence concerning this matter to:

Carmen S. Romero-Tejeda  
CST Business & Financial Services  
10350 W. McNab Rd, Bldg C  
McNab Business Park  
Tamarac, FL 33321

The enclosed check for \$160.00 represents the filing fee for Articles of Organization and the issuance of a certified copy of the document and a certificate of status.

For further information concerning this matter, please contact me, the undersigned at (954) 323-8224.

Sincerely,



Carmen S. Romero-Tejeda

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**ARTICLES OF ORGANIZATION**  
**OF**  
**TARA'S MIRACLE SPA, LLC**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE 1 - NAME**

The name of the limited liability company shall be **TARA'S MIRACLE SPA, LLC**.

**ARTICLE 2 - ADDRESS**

The principal place of business of the Company in Florida shall be 3009 Commerical Blvd., Fort Lauderdale, Florida 33319.

**EFFECTIVE DATE**  
12/01/07

**ARTICLE 3 - EFFECTIVE DATE**

The limited liability company's existence shall begin on the 1<sup>st</sup> of December 2007.

**ARTICLE 4 - DURATION**

Subject to the provisions of Article 10, the Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE 5 - PURPOSES AND POWERS**

The general purpose for which the Company's is organized is to engage in and transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE 6 - REGISTERED AGENT**

The initial name and address of the registered agent of this Company is CST Business & Financial Services, 10350 W. McNab Road, Bldg C, McNab Business Park, Tamarac, FL 33321.

## **ARTICLE 7 - MANAGEMENT**

The limited liability company shall be a member-managed company. Therefore, the management of the limited liability company shall be vested in its members. Each manager shall have equal rights in the management and conduct of the limited liability company's business. Except as otherwise provided in the articles of organization or the operating agreement, any matter relating to the business of the limited liability company may be exclusively decided by the member or, if there is more than one member then by a majority of the members. Any action requiring the consent of members may be taken without a meeting, subject to the limitations of section 608.4231 of the Florida Statute. Unless otherwise provided in the articles of organization or operating agreement, a member may appoint a proxy to vote or otherwise act for the member by signing an appointment instrument, either personally or by the member's attorney-in-fact.

The name and address of each Managing Member is as follows:

<u>Title:</u>	<u>Name and Address:</u>
Managing Member	Taraneh R. Escobar 5442 NW 56 <sup>th</sup> Court Tamarac, FL 33319

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## **ARTICLE 8 - ADMISSION OF NEW MEMBER**

Members of the limited liability company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing member(s), and the existing member(s) shall determine the amount and nature of contributions by new members at the time new members are admitted.

## **ARTICLE 9 - TRANSFERABILITY OF MEMBERSHIP INTERESTS**

No member shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests. If the assignment is not approved by all of the membership interests, the assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

## **ARTICLE 10 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of the remaining members, provided there are at least one remaining member.

## **ARTICLE 11 - INDEMNIFICATION AND INSURANCE**

The Company shall indemnify members of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members was a party because the managers and/or members is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the managers and/or members in

connection with the proceeding.

The Company may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the member(s).

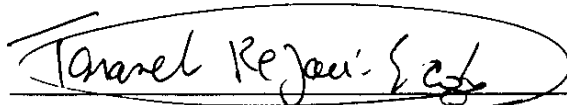
The indemnification and advancement of attorney fees and expenses for managers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a member, manager, employee or agent of the Company, as the case may be, as a member, manager, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company.

The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a member, manager, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding.

The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a member, manager, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto.

Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a member, manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "member", "manager", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

**IN WITNESS WHEREOF**, The undersigned, an authorized representative of the member(s), has made and subscribed these Articles of Organization at Tamarac, Florida for the foregoing uses and purposes, this 27th day of November 2007.



Taraneh R. Escobar, Managing Member

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**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/OFFICE**

**LIMITED LIABILITY COMPANY:**

TARA'S MIRACLE SPA, LLC

**REGISTERED AGENT/OFFICE:**

CST BUSINESS & FINANCIAL SERVICES  
10350 W. McNAB ROAD, BLDG C  
McNAB BUSINESS PARK  
TAMARAC, FL 33321

I agree to act as registered agent and to accept service of process for the limited liability company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the position of Registered Agent under section 608.4155, Florida Statutes and other applicable Florida Statutes.

**CST BUSINESS & FINANCIAL SERVICES**

By: 

Carmen S. Romero-Tejeda, Owner

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