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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : NORTON, GURLEY, HAMMERSLEY & LOPEZ, P.A.
Account Number : I20010000202
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Fax Number : (941) 954-2128

FLORIDA/FOREIGN LIMITED LIABILITY CO.

SPA VENTURES HOLDING COMPANY, LLC

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EXAMINER

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ARTICLES OF ORGANIZATION
OF
SPA VENTURES HOLDING COMPANY, LLC

The undersigned person, acting as the organizer of SPA VENTURES HOLDING COMPANY, LLC, under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company is:

SPA VENTURES HOLDING COMPANY, LLC

ARTICLE II - COMMENCEMENT AND DURATION OF EXISTENCE

The existence of the company will commence on the date these Articles of Organization are filed with the Florida Department of State, and the existence of the company shall be perpetual.

ARTICLE III - PURPOSE

The company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the company is 775 The Rialto, Venice, FL 34285, and the name of the company's initial registered agent at that address is Annette Michaels.

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ARTICLE V - PLACE OF BUSINESS

The mailing address and the street address of the principal office of the company is
775 The Rialto, Venice, FL 34285.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be restricted solely to those members approved by the written consent of a majority in interest of the then-existing members and upon such terms and conditions as shall be set forth in its regulations.

ARTICLE VII - MANAGEMENT BY MANAGER

The company shall be managed by a Manager and the name and address of the Initial Manager is:

Annette Michaels
P. O. Box 1700
Venice, FL 34284

ARTICLE VIII - REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the company is
vested exclusively in the members of the company.

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ARTICLE IX - ORGANIZER

The name and street address of the organizer executing these Articles of
Organization is:

Annette Michaels
P.O. Box 1700
Venice, FL 34285

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ARTICLE X - TERMINATION OF MEMBERSHIP INTEREST

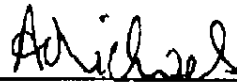
The company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

ARTICLE XI - AMENDMENT OF ARTICLES OF ORGANIZATION

Any amendment to the Articles of Organization shall be approved by a majority in interest of the members and shall be as prescribed by the Secretary of State of the State of Florida.

DATED: January 30, 2009.

(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.)



Annette Michaels, authorized
representative of Member

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ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, the following is submitted:

That SPA VENTURES HOLDING COMPANY, LLC, desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, at 775 The Rialto, Venice, FL 34285, has named Annette Michaels as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for SPA VENTURES HOLDING COMPANY, LLC at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act, as amended, relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 608.415, Florida Statutes.

DATE: January 30, 2009.

Annette Michaels
Annette Michaels

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