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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Shoe Spa Holding, LLC

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**ARTICLES OF ORGANIZATION
OF
Shoe Spa Holding, LLC
Under the Florida Limited Liability Company Act**

**ARTICLE I
NAME**

The name of this limited liability company is "Shoe Spa Holding, LLC" (the "Company").

**ARTICLE II
MAILING AND STREET ADDRESS**

The mailing and street address of the principal office of the Company is 11870 Stonehaven Way, West Palm Beach, Florida 33412.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The name and street address of the Company's initial registered agent in Florida is Scott P. Chitoff, Attorney, Brinkley, Morgan, Solomon, Tatum, Stanley & Lunny, LLP, 200 East Las Olas Blvd., Suite 1900, Fort Lauderdale, FL 33301.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by one or more Managers unless otherwise provided for in an operating agreement to be adopted by the members of the Company.

**ARTICLE VI
EFFECTIVE DATE**

The effective date of the Company shall be April 1, 2009.

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IN WITNESS WHEREOF, the undersigned authorized representative has executed these
Articles of Organization on the 1st day of April, 2009.

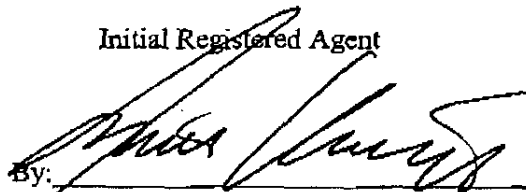

William T. Coleman

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Shoe Spa Holding, LLC at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Limited Liability Company Act 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.

Initial Registered Agent

Dated: April 1, 2009.


By: _____
Scott P. ChitoffFax Audit # H09000076991 3