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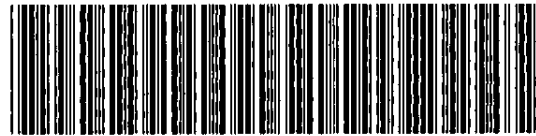
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1. Spa Me, LLC
(CORPORATE NAME AND DOCUMENT #)
2. _____
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SPECIAL INSTRUCTIONS:

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ARTICLES OF ORGANIZATION
OF

SPA ME, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to the provisions of Chapter 608, Florida Statutes, as amended, the following are hereby adopted and filed as the Articles of Organization of this Florida limited liability company:

ARTICLE I - NAME

The name of this Company shall be:
Spa Me, LLC

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal place of business of the Company is:

120 Gateway Circle
Unit 2
Saint Johns, FL 32259

The initial mailing address of the Company is:

120 Gateway Circle
Unit 2
Saint Johns, FL 32259

ARTICLE III - DURATION

The Company is to commence its existence on the date of filing of these Articles by the Secretary of the State of Florida. This Company shall exist perpetually.

ARTICLE IV - PURPOSE

This Company is organized for the following purposes:

- (a) The operation of a medical spa; and
- (b) The transaction of any and all other lawful business for which limited liability companies may be organized, including but not limited to those powers enumerated in Florida Statutes §608.404, et sequitur, as amended, and the doing of all lawful things related thereto.

ARTICLE V - MANAGEMENT

This Company will be a Manager-managed Company and will be managed by two (2) Managing Members initially. The number of Managers may be increased or decreased by the Members from time to time, but shall never be less than one (1). Any and all powers and duties conferred or imposed upon the Managing Member(s) and/or LLC Manager(s), in addition to those contained in Chapter 608, Florida Statutes, as amended, shall be pursuant to the provisions of the Operating Agreement of the Company or pursuant to a duly adopted resolution of the Members. The names and addresses of the initial Managing Members are:

Richard W. Townsend
120 Gateway Circle
Unit 2
Saint Johns, Florida 32259

Tina L. Townsend
120 Gateway Circle
Unit 2
Saint Johns, Florida 32259

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this Company is:

Richard W. Townsend
120 Gateway Circle
Unit 2
Saint Johns, Florida 32259

ARTICLE VII - RESTRAINT ON TRANSFER

The Members may, by agreement, impose any reasonable restraint on the sale, conveyance, gifting, transfer, encumbrance or alienation of Membership Interests.

ARTICLE VIII - AMENDMENT

The Members reserve the right to alter, amend or repeal any provisions contained in these Articles of Organization, or to adopt new provisions, and the method for same shall be contained in the Operating Agreement of the Company.

ARTICLE IX - AUTHORIZED REPRESENTATIVE

The name and address of the person, authorized by the Members, who is signing these Articles of Organization is:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, FL 32073

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization, this 29th day of January, 2010.

/s/ DAVID A. KING
David A. King, Attorney,
as authorized representative of
the Members.

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT
FOR LIMITED LIABILITY COMPANY**

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

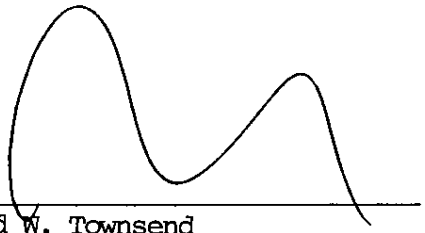
Spa Me, LLC

desiring to organize under the laws of the State of Florida,
with its principal office as indicated in the Articles of
Organization, has named as its Registered Agent to accept
service of process within this State:

Richard W. Townsend
120 Gateway Circle
Unit 2
St. Johns, FL 32259

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of
process for the above stated limited liability company, at the
place designated in this Certificate, I hereby acknowledge that
I am familiar with said laws of the State of Florida, and I
hereby agree to act in this capacity, and I agree to comply with
the provisions of said laws.



Richard W. Townsend