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**FLORIDA LIMITED LIABILITY CO.
BODYTALK PROPERTIES, LLC**

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EXAMINER

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ARTICLES OF ORGANIZATION
OF
BODYTALK PROPERTIES, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, does set forth the following:

ARTICLE I - NAME

The name of the Company is BODYTALK PROPERTIES, LLC

ARTICLE II - DURATION

The duration of the Company is perpetual.

ARTICLE III - ADDRESS AND PLACE OF BUSINESS

The mailing address and street address of the principal place of the principal office of the Company in Florida is:

2750 Stickney Point Road
Suite 203
Sarasota, FL 34231

ARTICLE IV - PURPOSE

The purposes of the Company shall be any lawful business purpose or activity permitted by the Florida Limited Liability Company Act (the "Act").

Prepared by: C. Kelley Corbridge, Esq.
Bechtold & Corbridge, P.A.
240 Nokomis Avenue South, Suite 200
Venice, Florida 34285
(941) 488-7751
Atty Bar #0325066

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ARTICLE V - NAME AND STREET ADDRESS OF REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Company is as follows:

Mark S. Ring, CPA
Hough & Company, P.A., CPA's
248 So. Nokomis Avenue
Venice, Florida 34285

ARTICLE VI - MEMBERS

The Company shall have such Members as may be admitted from time to time in accordance with these Articles of Organization and the Operating Agreement of the Company.

ARTICLE VII - MANAGEMENT

The Company is to be member-managed as provided in the Operating Agreement. The name and address of such member, who will serve as manager until the first annual meeting of Members or until his successor or successors are elected and qualified, is as follows:

John E. Veltheim
7102 S. Leewynn Drive
Sarasota, FL 34240

Esther M. Veltheim
7102 S. Leewynn Drive
Sarasota, FL 34240

ARTICLE VIII - INDEMNIFICATION

The Company shall indemnify each managing Member, manager and officer to the fullest extent permitted by the Florida Limited Liability Company Act.

ARTICLE IX - COMMENCEMENT OF EXISTENCE

In accordance with Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of subscription and acknowledgment of these Articles of

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Organization. In the event these Articles of Organization are not filed within the time period set forth in Section 608.409, Florida Statutes, the date when existence of the Company shall commence is the date of filing by the Secretary of State.

Under penalties of perjury I declare that I have read the foregoing Articles of Organization and that the facts alleged are true, to the best of my knowledge and belief.

Dated: 9 MARCH, 2010


JOHN E. VELTHEIM

Authorized Representative

ACCEPTANCE BY REGISTERED AGENT

I, the undersigned appointed registered agent of BODYTALK PROPERTIES, LLC, being familiar with the obligations of such position, hereby accept such appointment, agree to act in such capacity and accept the obligations proposed by Section 608.415, Florida Statutes.

DATED this 9 day of MARCH, 2010.


MARK S. RING, CPA, Registered Agent

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