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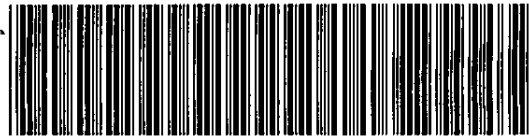
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TALLAHASSEE, FLORIDA

K. SALLY
EXAMINER
NOV 2 2010

SEAN P. SHEPPARD*
HOLLY SHEPPARD
PAUL J. CAPPIELLO

SHEPPARD & SHEPPARD, LLC
ATTORNEYS AT LAW
1301 PLANTATION ISLAND DRIVE SOUTH
SUITE 302B
ST. AUGUSTINE, FLORIDA 32080

TELEPHONE: (904) 461-1411
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*ALSO ADMITTED TO PRACTICE IN NEW YORK AND NEW JERSEY

November 2, 2010

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: AVANTI MEDICAL SPA, LLC

Dear Sir, dear Madam:

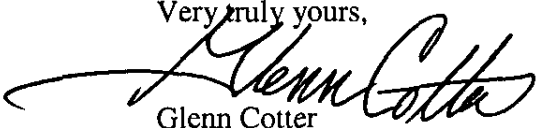
Enclosed herewith please find the original together with one fully executed copy of the Articles of Organization for **AVANTI MEDICAL SPA, LLC**.

I have also enclosed my check in the amount of \$155.00 to cover the filing fees (\$125.00) and costs of a certified copy (\$30.00) of the above Articles after filing with your agency.

You will see that the Articles contain, as a part thereof, the required declaration of Resident Agent.

If you should have any questions or concerns, please do not hesitate to contact this office at your earliest convenience.

Very truly yours,


Glenn Cotter
Legal Assistant

Encl.

**ARTICLES OF ORGANIZATION
OF
AVANTI MEDICAL SPA, LLC**

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STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, *Florida Statutes*, as the same may from time to time be amended (the "Act").

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is: AVANTI MEDICAL SPA, LLC.

**ARTICLE II
ADDRESSES**

The initial mailing address of the Company is 1301 Plantation Island Drive South, Suite 401, St. Augustine, Florida 32080 and the initial street address of the Company is 1301 Plantation Island Drive South Suite 401, St. Augustine, Florida 32080.

**ARTICLE III
REGISTERED AGENT**

The name and street address of the initial registered agent of the Company is Marcus C. Depasquale, 1301 Plantation Island Drive South, Suite 401, St. Augustine, Florida 32080.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by the members and is therefore, a member managed company.

Marcus C. Depasquale (Manager, MGR)
1301 Plantation Island Drive South, Suite 401
St. Augustine, Florida 32080

**ARTICLE V
LIMITED LIABILITY**

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 2nd day of November, 2010. 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.

By: _____

Marcus C. Depasquale
Manager

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

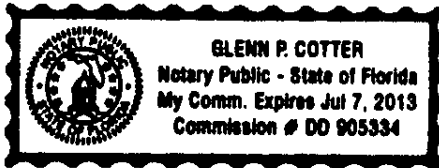
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Marcus C. Depasquale, who is ___ personally known to me or X who produced a FL Driver License as current and valid identification, and is known to be the person described herein who executed the foregoing Articles of Organization.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal at St. Johns County, Florida, this 2nd day of November, A.D., 2010.

Notary Public, State of _____

Printed Name: _____

My Commission expires: _____



ACCEPTANCE OF REGISTERED AGENT

I, Marcus C. Depasquale, having been named to accept the service of process for Avanti Medical Spa, LLC, certify that I am a permanent resident of St. Johns County, Florida, and do hereby accept to act in this capacity, and agree to comply with the laws of the State of Florida relative to keeping open said office.

DATED at St. Johns County, Florida, this 2nd day of November, A.D., 2010.

By: Marcus C. Depasquale
Marcus C. Depasquale
Manager

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Marcus C. Depasquale, who is _____ personally known to me or X who produced a FL Driver License as current and valid identification, and is known to be the person described herein and is also known to be the person described as the resident Registered Agent who executed the foregoing Acceptance of Registered Agent.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal at St. Johns County, Florida, this 2nd day of November, A.D., 2010.

Glenn P. Cotter

Notary Public, State of Florida

Printed Name:

My Commission expires:

