

L98000002577

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. THE MANAGEMENT GROUP LIMITED COMPANY
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. 00789-02544-00671 W98-24177
(Corporation Name) (Document #)

- Walk-In Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
93 NOV -5 PM 1:13

000002671780-1
-10/26/98--01006--006
****285.00 ****285.00

DIVISION OF CORPORATION

98 OCT 26 AM 9:10

RECEIVED

Name	Availability	<i>MEH</i>
Document Examiner	Examiner's Initials	<i>MEH</i>
Updater		<i>MEH</i>
Updater Verifier		<i>MEH</i>
Acknowledgement		<i>MEH</i>
P. Verifier		<i>MEH</i>



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 2, 1998

AMERILAWYER

SUBJECT: THE MANAGEMENT GROUP LIMITED COMPANY
Ref. Number: W98000024177

We have received your document for THE MANAGEMENT GROUP LIMITED COMPANY and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit states that \$25,000 worth of property has been contributed and that a description is attached, however, the attached page does not provide a description. Please give a description of the property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 698A00053377

DIVISION OF CORPORATIONS

98 NOV -5 AM 11:46

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 PM 1:13

ARTICLES OF ORGANIZATION
OF
THE MANAGEMENT GROUP WORLDWIDE, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be **THE MANAGEMENT GROUP WORLDWIDE, L.C.**, ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 4024 72nd Avenue East, Sarasota, Florida 34234 and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to Day Spa and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 NOV - 5 PM
3

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is AmeriLawyer®, at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Company is AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 7 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE 9 - MEMBERS

The Company shall be managed by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

Thomas G. Schalk
4024 72nd Avenue East
Sarasota, Florida 34234

Fredrica A. Schalk
4024 72nd Avenue East
Sarasota, Florida 34234

Bradley F. Schalk
4024 72nd Avenue East
Sarasota, Florida 34234

Lynda M. Schalk
4024 72nd Avenue East
Sarasota, Florida 34234

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 PM 1:13



IN WITNESS WHEREOF, The undersigned, an authorized representative of the member(s), has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this October 30, 1998.

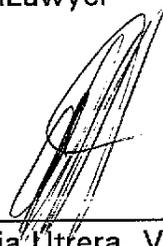
Elsie Sanchez

Elsie Sanchez, Authorized Representative of the
Members

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

AmeriLawyer®, having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

AmeriLawyer®



By: _____
Natalia Utrera, Vice President

ARTLCES.ANN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 PM 1:13



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF THE MANAGEMENT GROUP WORLDWIDE, L.C.

The undersigned member or authorized representative of a member of THE MANAGEMENT GROUP WORLDWIDE, L.C. deposes and says:

1. the above named limited liability company has at least one member.
2. the total amount of contributions of the member(s) to THE MANAGEMENT GROUP WORLDWIDE, L.C. is as follows:
 - 2.1 Cash: \$75,000.00
 - 2.2 Property: \$25,000.00
A description of the property is attached and made a part hereof.
 - 2.3 Promissory Note: \$0
 - 2.4 Services Rendered: \$0
3. the total amount of other obligations to contribute to THE MANAGEMENT GROUP WORLDWIDE, L.C. is as follows:
 - 3.1 Cash: \$0
 - 3.2 Property: \$0
A description of the property is attached and made a part hereof.
 - 3.3 Services to be Performed: \$0

Elsie Sanchez

Signature of a member or authorized representative

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Elsie Sanchez

Typed or printed name of above signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 PM 1:14



PROPERTY EXHIBITS

Description of the Property Listed in 2.2 of the Affidavit of Membership and Contributions of THE MANAGEMENT GROUP WORLDWIDE, L.C. is as follows:

Equipment and products

Description of the Property Listed in 3.2 of the Affidavit of Membership and Contributions of THE MANAGEMENT GROUP WORLDWIDE, L.C. is as follows:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
90 NOV -5 PM 1:14



343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479
<http://www.amerilawyer.com>