

AUG-23-2006 10:50

KRAMER GREEN

P.01/05
Page 1 of 1

L030000/3329

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H060002116973)))



H060002116973ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.
Account Number : 073707002173
Phone : (954) 966-2112
Fax Number : (954) 981-1605

RECEIVED

06 AUG 23 PM 12:04

DIVISION OF CORPORATIONS

LLC AMEND/RESTATE/CORRECT OR M/MG RESIGN
LEGAL WEIGHT MANAGEMENT - NORTH PALM BEACH, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$55.00

Electronic Filing Menu

Corporate Filing Menu

Help

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR

SIEGAL WEIGHT MANAGEMENT - NORTH PALM BEACH, L.L.C.

(((H06000211697 3)))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 AUG 23 AM 8:51

The Articles of Organization for Siegal Weight Management - North Palm Beach, L.L.C., which Articles of Organization were originally filed on April 14, 2003, are being amended and restated, in their entirety, to provide, among other things, for a change in the name of Limited Liability Company from Siegal Weight Management - North Palm Beach, L.L.C. to Smart For Life - Manhattan, L.L.C., as well as to provide for two (2) separate classes of member units, to-wit: (i) Class A voting member units; and (ii) Class B non-voting member units. This Amended and Restated Articles of Organization was adopted by written consent of all of the Members and Managers of the Limited Liability Company, entitled to vote thereon, pursuant to Florida Limited Liability Company Act Section 608.411, on August 22, 2006. These Amended and Restated Articles of Organization are being filed in accordance with Florida Limited Liability Company Act Section 608.411.

ARTICLE I - NAME

The name of the Limited Liability Company is SMART FOR LIFE - MANHATTAN, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is c/o Sasson Moulavi, 190 Glades Road, Suite E-1, Boca Raton, FL 33432.

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MEMBER UNITS

The Limited Liability Company is authorized to issue 10,000 Units of membership interest, which Units shall evidence the interest of the members of the Limited Liability Company, which Units shall be designated "Member Units." The interest of the members of the Limited Liability Company shall be evidenced by the Certificate of Limited Liability Company Units issued by the Limited Liability Company and setting forth the number of Member Units issued and outstanding in the name of such member.

ARTICLE V - VOTING RIGHTS

The Limited Liability Company shall issue two classes of member units, to-wit:

- (i) Class A voting member units; and
- (ii) Class B non-voting member units.

The two classes of member units, except for the voting rights, shall be identical in all respects, including, but not limited to, their rights, preferences and obligations. Each share of the voting member units of the Limited Liability Company shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the members.

ARTICLE VI - MANAGEMENT

6.1 The Limited Liability Company has a board of managers and the day-to-day business and affairs of the Limited Liability Company shall be managed by or under the direction of its board of managers. Decisions involving matters, other than the day-to-day business and affairs of the Limited Liability Company, shall be made by an affirmative vote of a majority of the voting member units.

6.2 The board of managers of the Limited Liability Company shall consist of one (1) manager initially. The number of members of the board of managers may be either increased or diminished from time to time as provided in the Regulations of the Limited Liability Company but shall never be less than one (1). Each manager shall serve until the first annual meeting of the members of the Limited Liability Company or until their successors are elected and qualify. The name and address of the initial manager of the Limited Liability Company is:

Sasson Moulavi
190 Glades Road
Suite E-1
Boca Raton, FL 33432

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

The members of the Limited Liability Company shall be permitted to admit additional members upon a vote of members owning a majority of the issued and outstanding voting member units of the Limited Liability Company. In such event, the terms and conditions for the admission of additional members, together with the capital contributions required of new members, shall be determined at that time by a vote of the members owning a majority of the issued and outstanding voting member units of the Limited Liability Company. A member's interest in the Limited Liability Company may not be sold or otherwise transferred except upon the vote of members owning a majority of the issued and outstanding voting member units of the Limited Liability Company.

ARTICLE VIII - MEMBERS RIGHT TO CONTINUE BUSINESS

The remaining members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company, upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of the Limited Liability Company, upon the vote of members owning a majority of the issued and outstanding voting member units of the Limited Liability Company.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
AUG 23 AM 8:51

ARTICLE IX - WITHDRAWAL

The Members of the Limited Liability Company shall have the right to withdraw as a member with (i) six (6) months prior notice, and (ii) with the unanimous consent of all the members.

ARTICLE X - DISTRIBUTION

The purpose of the Limited Liability Company is to engage in one or more businesses and/or to invest and reinvest its assets. Accordingly, no distribution is contemplated. Notwithstanding the foregoing, the Board of Managers and all of the members may consent to a distribution.

ARTICLE XI - OFFICERS

The managers shall hold those offices and have those responsibilities accorded to them by the members of the Limited Liability Company, as set forth in the Regulations of the Limited Liability Company.

ARTICLE XII - AMENDMENT OF ARTICLES OF ORGANIZATION

A majority of the members owning voting member units may consent to an amendment to the Articles of Organization.

ARTICLE XIII - INDEMNIFICATION

The Limited Liability Company shall indemnify any member, manager or officer of the Limited Liability Company, or any former member, manager or officer of the Limited Liability Company, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being a member of the Limited Liability Company, has executed these Amended and Restated Articles of Organization this 22 day of August, 2006.


SASSON MOULAVI, Manager and
authorized representative of the members
of the Limited Liability Company

(In accordance with section 808.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

(((H06000211697 3)))

FILED STATE
SECRETARY OF CORPORATIONS
AUG 23 AM 8:51
(((H06000211697 3)))

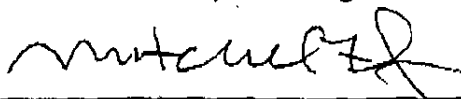
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE** (((H06000211697 3)))

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is SMART FOR LIFE - MANHATTAN, L.L.C.
2. The name and the Florida street address of the registered agent are:

Mitchell F. Green
4000 Hollywood Boulevard
Suite 485-South
Hollywood, FL 33021

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.



MITCHELL F. GREEN, Registered Agent

K:\MFGW\MOULAVI\SIEGAL-NPBA\Amended and Restated Articles of Organization.wpd

(((H06000211697 3)))