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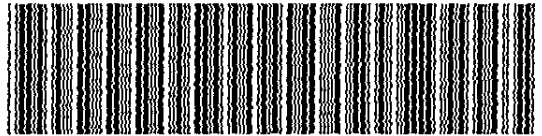
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EFFECTIVE DATE

7-1-03

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W/S
check

TOM DIVENERE
124 ANNAPOLIS LANE
PONTE VEDRA, FLORIDA 32082
(904) 280-8621
(904) 280-1689 FAX
(904) 610-6859 CELL
E-MAIL DIVGRP@ATTBI.COM

6/18/03

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl. 32399

EFFECTIVE DATE
7-1-03

Re: Formation of A. Lily Health, LLC

Gentlemen/Ladies:

I enclose herewith a transmittal letter and Articles of Incorporation for a Florida LLC to be formed in the name of A. Lily Health, LLC. Please send confirmation of approval of name as soon as practicable by fax at 904 280-1689, or by email to divgrp@attbi.com.

I would like the effective date to be as of July 1, 2003. Should you have any questions, please contact me by phone or email.

I have also enclosed a check payable to Florida Department of State for \$160.00 to reflect payment for Filing Fee (\$100); Designation of Registered Agent (\$25); Certified Copy (\$30); and Certificate of Status (\$5).

I appreciate your assistance in this matter.

Sincerely,

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: A. Lily Health, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas M. DiVenere
(Name of Person)

DIVENERE GROUP, L.P.
(Firm/Company)

124 ANNAPOLIS LANE
(Address)

PONTE VEDRA, FL. 32082
(City/State and Zip Code)

EFFECTIVE DATE

7-1-03

For further information concerning this matter, please call:

TOM DIVENERE at (904) 280-7431
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: A. Lily Health, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

124 ANNAPOLIS LN
PONTE VEDRA, FL 32082

Mailing Address:

SAMS

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

THOMAS M. DiVENERE
Name
124 ANNAPOLIS LN
Florida street address (P.O. Box NOT acceptable)
PONTE VEDRA FL 32082
City, State, and Zip

EFFECTIVE DATE
1-7-1-03

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 as provided for in Chapter 608, F.S..


Registered Agent's Signature

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

T. M. D. VENERE
124 ANNAPOLIS LN
PONTE VEDRA, FL 32082

MGRM

MATTHEW D. VENERE
2564 OGLETHERPE CIRCLE
ATLANTA, GA 30319

MGRM

HOLLY RUSSO, c/o CURVES
16055 EMERALD COAST PKWY, Suite #105
DESTIN, FL 32541

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(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.)

THOMAS M. DIVERERE

Typed or printed name of signee

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)