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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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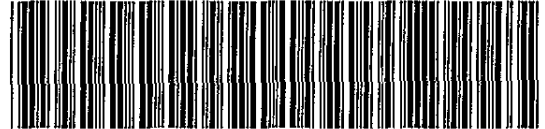
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN OCT 18 2004

TOFEL, TROUP & PARTNERS, LLP

800 THIRD AVENUE  
NEW YORK, N.Y. 10022

(212) 752-0007  
TELECOPIER: (212) 752-8881

October 14, 2004

By Federal Express

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed for filing are Articles of Organization and Transmittal Letter for Novalay, LLC. Also enclosed is our check in the amount of \$155 representing the fee for filing and for a certified copy. Please file said documents and return the certified copy to Robert L. Tofel at the above address in the enclosed self addressed federal express envelope. If there are any questions please contact myself or Robert Tofel at the above number.

Very truly yours,

  
Kelly Savas

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Novalay 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:

Robert L. Tofel  
(Name of Person)

Tofel, Troup & Partners, LLP  
(Firm/Company)

800 Third Avenue  
(Address)

New York, NY 10022  
(City/State and Zip Code)

For further information concerning this matter, please call:

Robert L. Tofel at ( 212 ) 752-0007  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |  |   |
|--|---|--|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|--|---|--|---|

**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

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY****ARTICLE I - Name:**

The name of the Limited Liability Company is:

Novalay, LLC

**ARTICLE II - Address:**

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

**Principal Office Address:**

8540 Belle Meade Drive  
Ft. Myers, FL 33908

**Mailing Address:**

c/o Tofel, Troup & Partners, LLP  
800 Third Avenue  
New York, NY 10022

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

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

CT Corporation System

Name

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** acceptable)

Plantation, FL 33324

FL

City, State, and Zip

*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..*

  
\_\_\_\_\_  
Renee Hagerty  
Registered Agent's Signature  
ASSISTANT SECRETARY

(CONTINUED)

Page 1 of 2

**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

Gino Giori

8540 Belle Meade Drive

Ft. Myers, FL 33908

MGRM

Janine Giori

8540 Belle Meade Drive

Ft. Myers, FL 33908

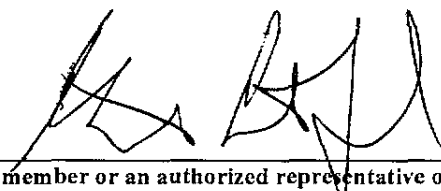
 

(Use attachment if necessary)

**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.)

Robert L. Tofel

Typed or printed name of signer

**Filing Fees:**

**\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent**

**\$ 30.00 Certified Copy (Optional)**

**\$ 5.00 Certificate of Status (Optional)**

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2004 OCT 15 PM 1:11  
J. J. JONES CORPORATION  
TALLAHASSEE, FLORIDA