

LO5000049275

(Requestor's Name)

Stephen A. Hould  
Attorney at Law, P.A.  
920 Third Street, Suite D  
Neptune Beach, FL 32266

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

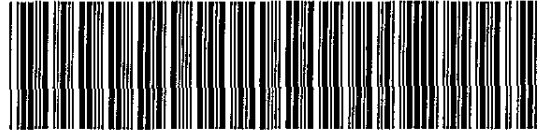
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

5/18  
cust



200054260912

05 MAY 12 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

05/12/05--01041--025 \*\*155.00

**STEPHEN A. HOULD**

Attorney at Law, P.A.

920 D Third Street  
Neptune Beach, Florida 32266  
E-Mail: syk9esq@aol.com

Telephone: (904) 247-1305

Facsimile: (904) 247-0295

May 11, 2005

Registration Section  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

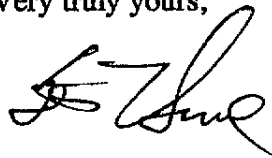
RE: Diabetic Weight Loss Centers, LLC

Gentlemen:

The enclosed Articles of Organization are submitted for filing. Also enclosed is my check in the amount of \$155.00 to cover the filing fee, registered agent designation and a certified copy of the Articles. Please return the certified copy of the Articles and all correspondence concerning this matter to the undersigned.

Thank you for your assistance. Should you have any questions or advices regarding the enclosed, please contact my office at your first convenience.

Very truly yours,



Stephen A. Hould

SAH/lb

FILED  
05 MAY 12 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
DIABETIC WEIGHT LOSS CENTERS, LLC**

**ARTICLE I. NAME**

The name of the limited liability company shall be Diabetic Weight Loss Centers, LLC, and its mailing address and the street address of its principal office shall be 108 Melrose Court, Ponte Vedra Beach, FL 32082. The company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II. PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. In general, to carry on any and all lawful business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
2. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
3. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.
4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 MAY 12 AM 11:11

FILED

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

### ARTICLE III. MEMBERSHIP RESTRICTIONS

The name and address of the Manager are Desmond P. Bell, Jr., 108 Melrose Court, Ponte Vedra Beach, FL 32082.

Members shall have the right to admit new members only by unanimous consent of all existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members and as stated in the Regulations of the limited liability company.

On the resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

### ARTICLE III. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the Registered Agent are Stephen A. Hould, Esquire, 920 Third Street, Suite D, Neptune Beach, FL 32266.

The undersigned, being the authorized representative of the members of the limited liability company, certifies that this instrument constitutes the Articles of Organization of Diabetic Weight Loss Centers, LLC.

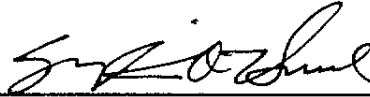
9th Executed by the undersigned at Ponte Vedra Beach, St. Johns County, Florida, this day of May, 2005.

Desmond P. Bell, Jr., MEMBER  
DESMOND P. BELL, JR., MEMBER  
IN ACCORDANCE WITH SECTION 608.48(3),  
FLORIDA STATUTES, THE EXECUTION OF  
THIS DOCUMENT CONSTITUTES AN  
AFFIRMATION UNDER PENALTIES OF  
PERJURY THAT THE FACTS STATED HEREIN  
ARE TRUE.

05 MAY 12 AM 11:11  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ACCEPTANCE OF DESIGNATION

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, Florida Statutes.



Stephen A. Hould, Registered Agent

FILED  
05 MAY 12 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
DIABETIC WEIGHT LOSS CENTERS, LLC**

**ARTICLE I. NAME**

The name of the limited liability company shall be Diabetic Weight Loss Centers, LLC, and its mailing address and the street address of its principal office shall be 108 Melrose Court, Ponte Vedra Beach, FL 32082. The company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II. PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. In general, to carry on any and all lawful business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

2. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

3. To exercise all or any of the limited liability company powers, and to carry out all any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit.

4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

FILED  
05 MAY 12 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

### ARTICLE III. MEMBERSHIP RESTRICTIONS

The name and address of the Manager are Desmond P. Bell, Jr., 108 Melrose Court, Ponte Vedra Beach, FL 32082.

Members shall have the right to admit new members only by unanimous consent of all existing members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members and as stated in the Regulations of the limited liability company.

On the resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

### ARTICLE III. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the Registered Agent are Stephen A. Hould, Esquire, 920 Third Street, Suite D, Neptune Beach, FL 32266.

The undersigned, being the authorized representative of the members of the limited liability company, certifies that this instrument constitutes the Articles of Organization of Diabetic Weight Loss Centers, LLC.

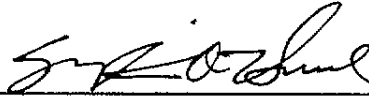
9th Executed by the undersigned at Ponte Vedra Beach, St. Johns County, Florida, this day of May, 2005.

Desmond P. Bell, Jr., MEMBER  
DESMOND P. BELL, JR., MEMBER  
IN ACCORDANCE WITH SECTION 608.48(3),  
FLORIDA STATUTES, THE EXECUTION OF  
THIS DOCUMENT CONSTITUTES AN  
AFFIRMATION UNDER PENALTIES OF  
PERJURY THAT THE FACTS STATED HEREIN  
ARE TRUE.

05 MAY 12 AM 11:11  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ACCEPTANCE OF DESIGNATION

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, Florida Statutes.



Stephen A. Hould, Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 MAY 12 AM 11:11

FILED