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(Address)

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(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MAXX SMILES II LLC
(Name of Limited Liability Company)

DOCUMENT NUMBER: _____

The enclosed Resignation of Registered Agent for a Limited Liability Company and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

SUSIE OR DOUGLAS REED
(Name of Person)

(Name of Firm/Company)

9 RABBITS RUN
(Address)

PALM BEACH GARDENS FL 33418
(City/State and Zip Code)

For further information concerning this matter, please call:

Susie Reed at (561) 622-6423
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check made payable to the Florida Department of State for \$85.00 for an active limited liability company or \$25.00 for an administratively dissolved, voluntarily dissolved or withdrawn limited liability company.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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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:

MAXX SMILES II LLC

ARTICLE II - Address:

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

Principal Office Address:

9 Rabbits Run
Palm Beach Gardens
FLA 33418

Mailing Address:

9 Rabbits Run
Palm Beach Gardens
FLA 33418

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

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

Susie C. Reed
Name

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

Palm Beach Gardens FLORIDA 33418
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, Florida Statutes..

Susie C. Reed
Registered Agent's Signature

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TALLAHASSEE, FLORIDA

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 - 45

Name and Address:

MGRM

DOUGLAS M. REED
9 RABBITS RUN
PALM BEACH Gdns FL 33418

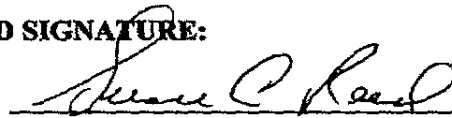
MGRM

SUSIE C. REED
9 RABBITS RUN
PALM BEACH Gdns FL 33418

(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.)

Susie C. Reed

Typed or printed name of signer

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TALLAHASSEE, FLORIDA

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)