

L08000048590

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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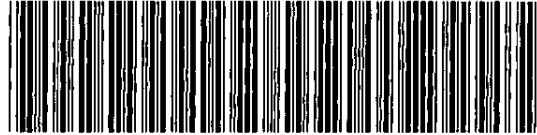
(Business Entity Name)

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DIVISION OF CORPORATIONS
08 MAY 14 PM 1:43

W08-21522
J. BRYAN APR 30 2008

J. BRYAN

MAY 15 2008

EXAMINER

NANCY G. FARAGE

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

TELEPHONE: (813)221-5603
FACSIMILE: (813)224-0102

4th Floor
Tampa Theatre Building
707 North Franklin Street
Tampa, Florida 33602

POST OFFICE BOX 173027
TAMPA, FLORIDA 33672

April 24, 2008

Division of Corporations
Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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Re: TKW Holdings, LLC

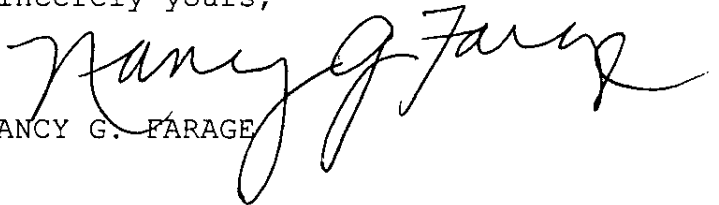
Gentlemen:

Enclosed please find an original and a copy of the Articles of Organization for the above-named limited liability company. I am also enclosing the original Certificate of Conversion for TKW Holdings, Inc., A Florida Corporation, into TKW Holdings, L.L.C., A Florida Limited Liability Company. Please file the original Articles and Conversion and return a certified copy of the Articles to me.

Also enclosed is my firm's check in the amount of \$180.00, representing the filing fee of \$125.00 for the Articles and \$25.00 for the Conversion and certified copy fee of \$30.00.

Thank you for your assistance and cooperation in this matter. If you have any questions regarding the enclosed documents or require any additional documents, do not hesitate to call me.

Sincerely yours,


NANCY G. FARAGE

NGF:mlf
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 30, 2008

NANCY G. FARAGE
NANCY G. FARAGE ATTORNEY AT LAW
707 NORTH FRANKLIN STREET, 4TH FLOOR
TAMPA, FL 33602

SUBJECT: TKW HOLDINGS, L.L.C.
Ref. Number: W08000021522

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We have received your document for TKW HOLDINGS, L.L.C. and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Regulatory Specialist II

Letter Number: 908A00026736

NANCY G. FARAGE

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

TELEPHONE: (813)221-5603
FACSIMILE: (813)224-0102

4th Floor
Tampa Theatre Building
707 North Franklin Street
Tampa, Florida 33602

POST OFFICE BOX 173027
TAMPA, FLORIDA 33672

May 13, 2008

VIA FEDERAL EXPRESS

Division of Corporations
Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

ATTENTION: Mr. Joey Bryan

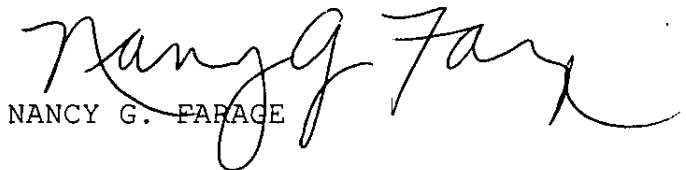
Re: TKW Holdings, LLC

Dear Mr. Bryan:

Enclosed for your information and records is a copy of a letter dated April 30, 2008, from you in connection with the above referenced matter. Pursuant to that letter, enclosed please find an original and a copy of the Articles of Organization for the above-named limited liability company. I am also enclosing the original Certificate of Conversion for TKW Holdings, Inc., A Florida Corporation, into TKW Holdings, L.L.C., A Florida Limited Liability Company. Please file the original Articles and Conversion and return a certified copy of the Articles to me.

Thank you for your assistance and cooperation in this matter. If you have any questions regarding the enclosed documents or require any additional documents, do not hesitate to call me.

Sincerely yours,


NANCY G. FARAGE

NGF:mlf
Enclosures

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CERTIFICATE OF CONVERSION
FOR
TKW HOLDINGS, INC., #P06000139671
A FLORIDA CORPORATION,
INTO
TKW HOLDINGS, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

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This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "TKW Holdings, Inc." into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

1. The name of the TKW Holdings, L.L.C. immediately prior to the filing of this Certificate of Conversion is: TKW Holdings, Inc.

2. The TKW Holdings, Inc. is a corporation, first organized, formed or incorporated under the name of National Weight Loss Holding, Inc., under the laws of State of Florida, filed on November 6, 2006, effective November 6, 2006.

3. If the jurisdiction of the TKW Holdings, Inc. was changed, the state or country under the laws of which it is now organized, formed or incorporated: Not Applicable.

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization: TKW Holdings, L.L.C.

5. If not effective on the date of filing, enter the effective date: at the time the Articles of Organization are filed with the Florida Department of State.

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of state; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

Signed this 30th day of April 30, 2008.



THOMAS K. WILLET, Managing Member

ARTICLES OF ORGANIZATION
FOR
TKW Holdings, L.L.C.

ARTICLE I
NAME

The name of the limited liability company shall be TKW Holdings, L.L.C.

ARTICLE II
ADDRESS

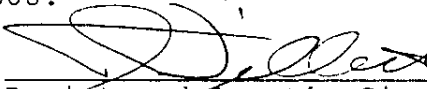
The mailing address of the limited liability company is: 412 E. Madison, Suite 1100, Tampa, FL 33602.

The street address of the limited liability company is: 412 E. Madison, Suite 1100, Tampa, FL 33602.

ARTICLE III
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 412 E. Madison, Suite 1100, Tampa, County of Hillsborough, State of Florida, 33602 and the name of the company's initial registered agent at that address is Thomas K. Willett.

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 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.



Registered Agent's Signature

ARTICLE IV
POWERS

The limited liability company is authorized to engage in any lawful activity or business.

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ARTICLE V
MANAGERS


The name and address of each Manager or Managing Member is as follows: Thomas Willett, 412 E. Madison, Suite 1100, Tampa, FL 33602, is the Managing Member.

ARTICLE VI
EFFECTIVE DATE

The effective date of this limited liability company shall be at the time these Articles are filed with the Florida Department of State.

The undersigned, being a member of the limited liability company, certifies that this instrument constitutes the Articles of Organization of TKW HOLDINGS, L.L.C.

Executed by the undersigned at Tampa, Florida, on April 30, 2008.



THOMAS K. WILLET,
Member
(Signature)

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes and affirmation under the penalties of perjury that the facts stated herein are correct.

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