

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : ROBINS, KAPLAN, MILLER & CIRESI
Account Number : I20090000063
Phone : (239) 430-7070
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SECRETARY OF STATE
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FLORIDA LIMITED LIABILITY CO.
Acupuncture and Wellness Center of Naples, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

T. CLINE

AUG 26 2010

EXAMINER

(((H10000190681 3)))

**ARTICLES OF ORGANIZATION
OF
ACUPUNCTURE AND WELLNESS CENTER OF NAPLES, LLC**

THE UNDERSIGNED hereby certifies that he intends to form a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") shall be **ACUPUNCTURE AND WELLNESS CENTER OF NAPLES, LLC.**

**ARTICLE II
ADDRESS**

The mailing and street address of the Company's principal office is:

c/o Robins, Kaplan, Miller & Ciresi, LLP
711 Fifth Avenue South, Suite 201
Naples, Florida 34102

**ARTICLE III
PURPOSES**

The general nature of the business or businesses to be transacted and which the Company is authorized to transact shall be as follows:

- A. To engage in any activity or business authorized under the Florida Statutes, including sale of merchandise at retail and all matters incidental and related thereto.
- B. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the state of Florida, and to do any and all things herein set forth to the same extend as a natural person might or could do.

**ARTICLE IV
DURATION**

The duration for the Company is perpetual.

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ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the Company's initial registered agent in Florida is **MICHAEL J. VOLPE**, and the address of the Company's registered agent in Florida is Robins, Kaplan, Miller & Ciresi, L.L.P., 711 Fifth Avenue South, Suite 201, Naples, Florida 34102.

ARTICLE VI
MANAGEMENT

The Company is to be managed by the members.

ARTICLE VII
ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only by the affirmative vote or written consent of a majority-in-interest of the members unless otherwise provided in the Company's Operating Agreement. The existing members shall determine the amount and nature of the contribution by new members at the time the new members are admitted.

ARTICLE VIII
CONTINUATION OF BUSINESS OPERATIONS

The Company may continue its business operations upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in a limited liability Company only upon the unanimous approval of the remaining members, unless otherwise provided in the Company's Operating Agreement.

ARTICLE IX
TRANSFERABILITY OF MEMBER'S INTEREST

A member's interest in the Company shall not be transferred unless the transfer is approved by the members in accordance with the Company's Operating Agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 25th day of August, 2010.



MICHAEL J. VOLPE
As Authorized Representative

(((H10000190681 3)))

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 25th day of August, 2010, by **MICHAEL J. VOLPE**, as **Authorized Representative** who (is personally known to me) (has produced a driver's license/picture identification) and did/did not take an oath.

My Commission Expires:

Anne Marie Wambach
NOTARY PUBLIC (SEAL)

Typed or printed name



ANNE MARIE WAMBACH
MY COMMISSION # DO 055934
EXPIRES: January 29, 2013
Bonded Thru Budget Notary Services

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2010 AUG 25 AM 6:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

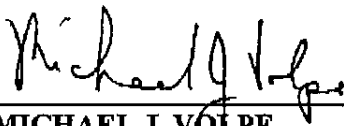
Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the Registered Agent/Registered Office in the State of Florida.

1. The name of the limited liability company is: **ACUPUNCTURE AND WELLNESS CENTER OF NAPLES, LLC**
2. The name and address of the Registered Agent and office is:

MICHAEL J. VOLPE, ESQUIRE
ROBINS, KAPLAN, MILLER & CIRESI, L.L.P.
711 Fifth Avenue South, Suite 201
Naples, Florida 34102

Having been named as Registered Agent 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.

Dated this 25th day of August, 2010.



MICHAEL J. VOLPE

2010 AUG 25 AM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument prepared by:
MICHAEL J. VOLPE, ESQUIRE
ROBINS, KAPLAN, MILLER & CIRESI, L.L.P.
711 Fifth Avenue South, Suite 201
Naples, Florida 34102

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