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|   | AIL |
| (Business Entity Name)                    |     |
| (Document Number)                         |     |
| Certified Copies Certificates of Status _ |     |
| Special Instructions to Filing Officer:   |     |
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| Office Use Only                           |     |



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FILED 11 OCT II PH 4: 37 SUMELARY OF STATE ALLAUSSEE, FLOREDA

K. SALY EXAMINER OCT 12 2011

#### **COVER LETTER**

TO: **Registration Section Division of Corporations** 

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# SUBJECT: LIFELONG WELLNESS & AGELESS BEAUTY CLINIC, LLC

(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

LaWanza Wilcox

(Contact Person)

The Health Law Firm

(Firm/Company)

1101 Douglas Avenue

(Address)

Altamonte Springs, Florida 32714

(City, State and Zip Code)

#### lwilcox@thehealthlawfirm.com

E-mail address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

LaWanza Wilcox

(Name of Contact Person)

at (<u>407</u>) <u>331-6620, ext. 241</u> (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

\$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization)

\$155.00 Filing Fees and Certificate of Status

\$180.00 Filing Fees and Certified Copy

7\$185.00 Filing Fees, Certified Copy, and Certificate of Status

#### STREET ADDRESS:

**Registration Section Division of Corporations Clifton Building** 2661 Executive Center Circle Tallahassee, FL 32301

MAILING ADDRESS: **Registration Section Division of Corporations** P. O. Box 6327 Tallahassee, FL 32314

## CERTIFICATE OF CONVERSION FOR "OTHER BUSINESS ENTITY" INTO FLORIDA LIMITED LIABILITY COMPANY

FILED 11 OCT 11 PH 4: 37

This Certificate of Conversion <u>and attached Articles of Organization</u> are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: COMMUNITY WELLNESS CENTER, P.A.

2. The "Other Business Entity" is a Professional Service Corporation first organized, formed or incorporated under the laws of the State of Florida on August 23, 2011.

3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is: LIFELONG WELLNESS & AGELESS BEAUTY CLINIC, LLC.

4. This conversion shall be effective on the date of filing.

5. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of Section 608.439, Florida Statutes, in effecting the conversion.

6. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 5+h day of October 2011.

<u>Signature of Member or Authorized Representative of Limited Liability Company:</u> Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

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GEORGE F. INDEST III, ESQUIRE THE HEALTH LAW FIRM 1101 DOUGLAS AVENUE ALTAMONTE SPRINGS, FLORIDA 32714 (as Authorized Representative/Organizer)

Page 1 of 2

<u>Signature(s) on behalf of Other Business Entity:</u> Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

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GEORGE F. INDEST III, ESQUIRE THE HEALTH LAW FIRM 1101 DOUGLAS AVENUE ALTAMONTE SPRINGS, FLORIDA 32714 (as Incorporator)

#### If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer. If Directors or Officers have not been selected, an Incorporator must sign.

# If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

# If Florida Limited Partnership or Limited Liability Limited Partnership: Signatures of <u>ALL</u> General Partners.

## All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:\$25.00Fees for Florida Articles of Organization:\$125.00Certified Copy:\$30.00 (Optional)Certificate of Status:\$5.00 (Optional)

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FILED 11 OCT II PH 4: 37 ARTICLES OF ORGANIZATION OF LIFELONG WELLNESS & AGELESS BEAUTY CLINIC, LLC

#### ARTICLE I <u>Name and Duration</u>

. .

The name of this Limited Liability Company shall be LIFELONG WELLNESS & AGELESS BEAUTY CLINIC, LLC (hereinafter referred to as the "Company"). The duration of the Company shall be perpetual, commencing as of the date signed below or when accepted for filing by the Secretary of State.

#### ARTICLE II Principal Office

The principal office of the Company in the State of Florida is 8751 Commodity Circle, Suite 16, Orlando, Florida 32819.

#### ARTICLE III Initial Registered Office and Agent

The name of the initial registered agent of the Company is The Health Law Firm, and the address of the registered office shall be: 1101 Douglas Avenue, Altamonte Springs, Florida 32714.

#### ARTICLE IV Company Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Company are to practice medicine and deliver health care services and any and all other purposes permitted by law.

2. The Company shall have all of the powers granted to a limited liability company under the laws of the State of Florida, including, without limitation, the powers specifically enumerated in Chapter 608, Florida Statues.

3. In furtherance of its purposes, the Company shall have all of the general and specific powers and rights granted to and conferred on a company under the laws of the State of Florida, including, without limitation, the powers specifically enumerated in Chapter 608, Florida Statutes.

#### ARTICLE V <u>Members</u>

The initial members of the Company (the "Members") are set forth in the Company's records dated as of the date hereof. Additional Members may be admitted from time to time only upon the written consent of all the Members, and under the terms and conditions upon which such consent may be conditioned.

#### ARTICLE VI Amendment

The Members shall have the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by a written agreement among the Members and all rights conferred upon Members herein are granted subject to this reservation.

#### ARTICLE VII <u>Regulations</u>

The power to adopt, alter, amend or repeal an Operating Agreement (Regulations) for the management of the Company shall be vested in the Members.

#### ARTICLE VIII Transferability of Members' Interest

A Member's interest in the Company may be transferred only with the unanimous written consent of all the remaining Members if the transferee intends to become a Member. Subject to the terms of a written agreement among the Members, without such consent, the transferee shall not be entitled to become a Member of the Company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Limited Liability Company under the laws of the State of Florida, and as the Authroized Representative of the Company, does execute, file and record these Articles of Organization, and does certify that the facts herein stated are true.

**AUTHORIZED REPRESENTATIVE & ORGANIZER:** 

George F. J

GEORGE F. INDEST III, ESQUIRE

## THE HEALTH LAW FIRM 1101 DOUGLAS AVENUE ALTAMONTE SPRINGS, FLORIDA 32714

#### **ACKNOWLEDGMENT**

#### STATE OF FLORIDA ) ) SS: COUNTY OF SEMINOLE )

The foregoing instrument was acknowledged before me on October <u>5</u>, 2011, by George F. Indest III, Esquire, as incorporator, who is personally known to me.



NOTARY PUBLIC-STATE OF FLORIDA

(SEAL)

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE OF LIFELONG WELLNESS & AGELESS BEAUTY CLINIC, LLC

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the limited liability company is: Lifelong Wellness & Ageless Beauty Clinic, LLC.

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

THE HEALTH LAW FIRM 1101 Douglas Avenue Altamonte Springs, Florida 32714

. . .

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.

THE HEALTH LAW FIRM

George F. Indest III, President / Date By:

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