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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Gullman MAR 20 2012

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TOTAL HOLDING COMPANY, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeff Cohen

Name of Person

Florida Healthcare Law Firm

Firm/Company

909 SE 5th Avenue, Suite 200

Address

Delray Beach, FL 33483

City/State and Zip Code

jcohen@floridahealthcarelawfirm.com

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

For further information concerning this matter, please call:

Jeff Cohen

Name of Person

at (561) 455-7700

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

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

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 13, 2012

JEFF COHEN
FLORIDA HEALTHCARE LAW FIRM
909 SE 5TH AVENUE, SUITE 200
DELRAY BEACH, FL 33483

SUBJECT: TOTAL HOLDING COMPANY, LLC
Ref. Number: W12000014380

We have received your document for TOTAL HOLDING COMPANY, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words "Limited Liability Company," the abbreviation "L.L.C.", or the designation "LLC". The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable: "Limited Company", "L.C.", and "LC".

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) 245-6051.

Neysa Culligan
Regulatory Specialist II

Letter Number: 512A00009148

ARTICLES OF ORGANIZATION

OF

TOTAL HOLDING ASSETS COMPANY, LLC
A Florida Limited Liability Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an authorized representative of the members of a limited liability company under the Florida Limited Liability Company Act as set forth in Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization for Total Holding Assets Company, LLC (the "Company"):

ARTICLE I

NAME

The name of the Company is Total Holding Assets Company, LLC and its principal place of business shall be in the City of Palm Beach Gardens, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II
NATURE OF BUSINESS

This Company is organized for the purpose of transacting any and all lawful business.

ARTICLE III

DURATION

The limited liability company shall exist until dissolved in a manner provided by law, or as provided in accordance with the regulations adopted by the Members.

ARTICLE IV

ADDRESS

The mailing address and street address of the principal office of the Company is 11000 Prosperity Farms Road, Suite 202, Palm Beach Gardens, FL 33410.

Jeffrey L. Cohen, Esq. (Florida Bar #703966)
The Law Offices of Jeff Cohen, P.A.
The Gulfstream Bank Building
909 S. E. 5th Avenue, Suite 200
Delray Beach, FL 33483

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the Company is Roland Sahm, 11000 Prosperity Farms Road, Suite 202, Palm Beach Gardens, FL 33410.

ARTICLE VI

MANAGEMENT

The Company is to be managed by one or more managers, and is, therefore, a manager - managed company.

<u>Name and Title</u>	<u>Address</u>
MGRM – C Gross Holdings, Inc.	11000 Prosperity Farms Road Suite 202 Palm Beach Gardens, FL 33410
MGRM – R Sahm Holdings, Inc.	11000 Prosperity Farms Road Suite 202 Palm Beach Gardens, FL 33410

ARTICLE VII

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager, managing member or officer of the Company or is or was serving at the request of the Company as a manager, managing member, director or officer of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including, without limitation, attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company. The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

The undersigned, in accordance with Section 608.407(3), being the authorized representative of the members of the Company, hereby certifies that the foregoing

constitutes the proposed Articles of Organization of Total Holding Assets Company, LLC.

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.

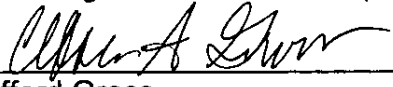
ARTICLE VIII

AMENDMENT

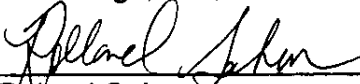
The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Member is subject to this reservation.

Executed by the undersigned on March 8, 2012.

C Gross Holdings, Inc. a Florida corporation

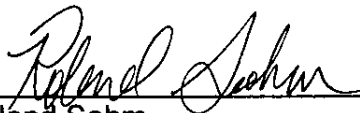
By: 
Clifford Gross
Authorized Signatory

R Sahm Holdings, Inc., a Florida corporation

By: 
Roland Sahm
Authorized Signatory

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent and to accept service of process for Total Holding Assets Company, LLC in the foregoing Articles of Organization, 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.



Roland Sahm

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