

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : CALANDRINO LAW FIRM
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FLORIDA LIMITED LIABILITY CO.
M&W Weight Loss, LLC

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D. BRUCE

OCT 4 2012

EXAMINER

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Help

**Articles of Organization
of
M&W Weight Loss, LLC**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming of a limited liability company under the laws of Florida, sets forth the following articles of organization:

1. Name

The name of the limited liability company is M&W Weight Loss, LLC (the "Company").

2. Period of Duration

Unless earlier terminated under the Act or the Company's operating agreement, the duration of the company is perpetual.

3. Purpose

The Company is organized for the purpose of conducting any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Addresses

The mailing address for the Company is:

Calandrino Law Firm, P.A.
301 East Pine Street, Suite 950
Orlando, Florida 32801

and the street address of the place of business for the Company is:

M&W Weight Loss, LLC
390 W. S.R. 434, Ste. 200
Longwood, FL 32750

These addresses may be changed from time to time as provided in the Company's operating agreement.

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE 10/03/12

5. Registered Agent

The initial registered agent in Florida for the Company is:

Calandrino Law Firm, P.A.
301 East Pine Street, Suite 950
Orlando, Florida 32801

6. Capital Contributions.

The members may contribute capital to the Company in the manner prescribed by the Company's operating agreement and as it may be amended from time to time in accordance with its terms.

7. Members

The Company shall have at least one member at all times and may admit additional members upon the prior, unanimous written agreement of all then-existing members or as the Company's operating agreement may otherwise provide.

8. Continuity of Business

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the written consent the Company's remaining members.

9. Management

The Company will be managed by one or more managers appointed by the members in accordance with the terms of the operating agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and may have the authority normally associated with these positions under corporate law or as otherwise described in the Company's operating agreement. The Company may also designate persons as directors under the operating agreement. These directors shall act in a manner similar to the directors of a corporation or as otherwise described in the Company's

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operating agreement. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The name of the initial manager, who may serve until the first annual meeting of the members or until his successor is elected and qualified, and his designation is as follows:

<u>Name</u>	<u>Title</u>
Meir Waizman	Managing Member


10. Indemnification

Except as expressly provided in the Company's operating agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

11. Effective Date

Pursuant to §608.409(1), Florida Statutes, the effective date of organization is October 3, 2012.

Dated: October 3, 2012.


Thomas S. Dolney
Authorized Representative of the Members

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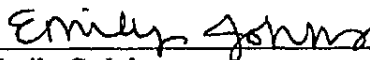
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AND
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STATE OF FLORIDA }
 } ss.
COUNTY OF ORANGE }

Sworn to or subscribed before me on this 3rd day of October, 2012 by Thomas S. Dolney, who is personally known to me.



EMILY JOHNS
MY COMMISSION # EE 208497
EXPIRES: June 14, 2018
Bonded Thru Budget Notary Services


Emily C. Johns
Notary Public – State of Florida
My Commission Expires:

Registered Agent Acceptance

Calandrino Law Firm, P.A. is familiar with and accepts the duties and responsibilities for said limited liability company.

CALANDRINO LAW FIRM, P.A.

By: 

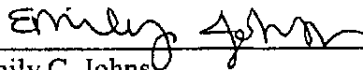
Thomas S. Dolney
For the Firm

STATE OF FLORIDA }
 } ss.
COUNTY OF ORANGE }

Sworn to or subscribed before me on this 3rd day of October, 2012 by Thomas S. Dolney as duly authorized agent of Calandrino Law Firm, P.A., who is personally known to me.



EMILY JOHNS
MY COMMISSION # EE 208497
EXPIRES: June 14, 2018
Bonded Thru Budget Notary Services



Emily C. Johns
Notary Public – State of Florida
My Commission Expires:

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