

L13000133888

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

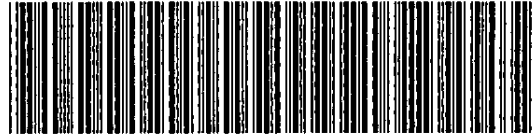
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600251472776

09/13/13--01037--008 **155.00

FILED
13 SEP 13 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/13
[Signature]

Harp Tax & Financial Group, LLC
Certified Public Accountants and Consultants

4005 Lillian Hall Lane
Orlando, Florida 32812

Telephone: (407) 275-8646
Facsimile: (407) 275-8646

Cell Phone: (407) 719-0386
Email: cdtaxguy@aol.com

September 12, 2013

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

Re: U.S. Phytotherapy, LLC

To Whom It May Concern:

On behalf of the above-referenced entity, please find enclosed the following document for immediate filing, along with one photocopy of the same:

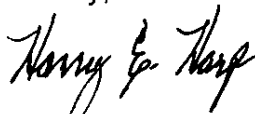
➤ Articles of Organization

Please also find enclosed a check made payable to the Florida Department of State in the amount of \$155.00 representing the applicable fees associated with the filing therewith as well as the fee associated with our request for a Certified Copy of the record (Articles of Organization—\$100.00 (LLC); Registered Agent fee—\$25.00 (LLC); and Certified Copy of record (LLC)—\$30.00).

In regard to this filing, please note that the entity currently named U.S. Phytotherapy, Inc. (Doc. No. P11000044601), has previously assigned all right, title and interest in and to its name to the limited liability company to be newly organized by this filing. Under separate cover, the former entity has filed a name-change amendment. Therefore, please be advised that you may rely on this letter as U.S. Phytotherapy, Inc.'s consent for the newly-organized limited liability company to use "U.S. Phytotherapy" in its legal name.

Once the original of the enclosure has been filed, please return the requested certified copies to my attention at the mailing address listed above. Should you have any questions, please do not hesitate to call.

Sincerely,



Harry E. Harp
Managing Member
Encl.

**Articles of Organization
of
U.S. Phytotherapy, LLC**

FILED
13 SEP 13 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this limited liability company shall be U.S. Phytotherapy, LLC (the "Company").

ARTICLE II: MAILING AND STREET ADDRESS

This Company's principal office location and its mailing address shall be 226 Hillcrest St., Orlando, FL 32801.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

Unless and until changed (whether by filing of amendment or other administrative report), the initial registered office of this Company shall be 4005 Lillian Hall Lane, Orlando, FL 32812, and this Company's initial registered agent shall be Harry E. Harp.

ARTICLE IV: DURATION OF COMPANY'S EXISTENCE

This Company shall have perpetual existence.

ARTICLE V: PURPOSE AND POWERS

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company chooses to engage in business activities.

**ARTICLE VI: MANAGEMENT OF COMPANY; AUTHORITY TO ACT
ON BEHALF OF COMPANY**

A. This Company shall operate and exist as a manager-managed company for all purposes under the Florida Limited Liability Company Act, as amended (the "Act"), unless and until changed through an amendment to this Company's articles of organization (the "Articles"). As such, management of this Company's activities and affairs shall be conducted by, and vested in, one or more managers and subject to the applicable provisions set forth in this Company's operating agreement, if any.

B. Accordingly, no member of this Company, solely by reason or status of being such a member, shall have (1) any right, power or authority whatsoever (whether actual, apparent or implied) to act on this Company's behalf or to be an agent of this Company for any purpose of its business or (2) any vested right or entitlement to be elected, appointed or designated as a manager, officer or other legal representative of this Company.

**ARTICLE VII: ADDITIONAL MEMBERS; TRANSFER OR ASSIGNMENT OF INTEREST;
NO MEMBER RIGHTS OR POWERS WITHOUT FORMAL ADMISSION**

A. No person shall be admitted as a member of or to this Company unless and until formally admitted pursuant to the affirmative action or written consent of not less than a "Majority-in-interest of the members" (as defined by the Act), unless otherwise set forth to the contrary within this Company's operating agreement, if any; and then in all instances, only pursuant to strict compliance with any other applicable term or condition governing member admission that may be set forth either herein or, if any, therein.

B. No transferee, assignee, holder, successor or assign of or to any interest in this Company or any of this Company's issued and outstanding securities shall have any automatic or vested right, privilege or other entitlement of membership to this Company (or to cause this Company or any of its managers or members to vote or consent to admit) such person into this Company's membership prior to such formal admission.

C. Without having been formally admitted as a member of this Company, no transferee, assignee, holder, successor or assign of or to any interest in this Company or any of its issued and outstanding securities shall have or possess any right, power, authority, privilege or entitlement:

(i) to exercise any right, entitlement or power of or as a member of this Company (including without limitation the valid exercise of any right or power to elect one or more managers or to vote on any matter concerning any aspect of this Company's business or affairs) or, if applicable, to otherwise participate in the management of this Company's business and affairs; or

(ii) to act as a proxy or representative of a holder of any interest in this Company or any of its issued and outstanding securities or to grant or appoint to any other person (including any member of this Company), any proxy to vote or otherwise act on behalf of, or with respect to, any such interest or securities. Any attempt to grant or act as a proxy or representative of any interest in the Company (or holder thereof) in violation of these Articles or, if any, this Company's operating agreement shall be deemed void *ab initio* and without force or effect.

D. Prior to the dissolution and winding-up of this Company, no interest in this Company or any of its issued and outstanding securities shall be transferable or assignable, in whole or in part, directly or indirectly, voluntarily or involuntarily, whether by any member or other holder of any such interest or securities, except as may be set forth in these Articles or, if any, this Company's operating agreement. Any attempt to transfer or assign any interest in this Company in violation of the Articles or, if any, this Company's operating agreement shall be deemed void *ab initio* and without force or effect.

ARTICLE VIII: GOVERNING DOCUMENTS

A. These Articles may only be amended pursuant to the applicable provisions as may be set forth in these Articles or this Company's operating agreement, if any, and all amendments, alterations, revisions, restatements or repeals to these Articles shall be in writing. In the absence of any applicable provision to the contrary set forth in this Company's operating agreement, if any, these Articles shall be amended upon the unanimous affirmative action or written consent of this Company's members.

B. All provisions (including any and all amendments, alterations, revisions, restatements or repeals) of this Company's operating agreement, if any, shall be in writing and shall be consistent with these Articles.

ARTICLE IX: SEVERABILITY

In the event all or any portion of any provision of these Articles is deemed to be unenforceable, the remainder of that or all other provisions shall not be affected thereby and each remaining provision shall be valid and enforceable to the fullest extent permitted by law.

* * * * *

Dated: September 12, 2013.



Harry E. Harp

Authorized Representative of
the Initial Members

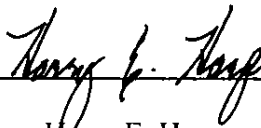
CERTIFICATE OF REGISTERED AGENT

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, U.S. Phytotherapy, LLC, a limited liability company organized under the laws of the State of Florida, hereby submits the following statement to designate its initial registered office and agent in the State of Florida:

Registered Agent: Harry E. Harp

Registered Office: 4005 Lillian Hall Lane, Orlando, FL 32812

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.



Name: Harry E. Harp

Dated: September 12, 2013

FILED
13 SEP 13 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA