

L9900005960

X

JONES, DAY, REAVIS & POGUE

3500 SUNTRUST PLAZA  
303 PEACHTREE STREET  
ATLANTA, GEORGIA 30308-3242

TELEPHONE: 404-521-3939  
FACSIMILE: 404-581-8330  
WRITER'S DIRECT NUMBER:

BRUSSELS LOS ANGELES  
CHICAGO NEW DELHI  
CLEVELAND NEW YORK  
COLUMBUS PARIS  
DALLAS PITTSBURGH  
FRANKFURT RIYADH  
GENEVA  
HONG KONG TAIPEI  
IRVINE TOKYO  
LONDON WASHINGTON

(404) 581-8583

jlshingleton@jonesday.com

3904:ss  
898610-600-001

September 10, 1999

VIA FEDERAL EXPRESS

Ms. Brenda Tadlock  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Formation of American Wellness, L.L.C.

Dear Ms. Tadlock:

Thank you for your recent help regarding the formation of American Wellness, L.L.C. Enclosed are the following documents:

1. Articles of Organization;
2. Certificate of Designation of Registered Agent;
3. Application for Registration of Fictitious Name; and
4. Check in the amount of \$335.00 (\$250 for the Articles, \$35 for the Certificate and \$50 for the Fictitious Name).

Upon your filing of the enclosed documents, please send me proof of such filing in the enclosed self-addressed envelope.

Please contact me should you have any questions.

Very truly yours,

Jeanne Shingleton

Name	
Availability	9/17/99
Document Examiner	
Enclosures	
Updater	
Verifier	Mr. Gary Herbek (w/o enc.)
Acknowledgement	Matthew J. Toddy, Esq. (w/o enc.)
W. P. Verifier	

FLUC  
used  
9/22

FILING 250.00  
 COPY \_\_\_\_\_  
 R. AGENT 35.00  
 TOTAL \_\_\_\_\_  
 BALANCE DUE \$ \_\_\_\_\_  
 REFUND \$ \_\_\_\_\_

FILED  
 99 SEP 17 PM 1:24  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 000002990190-7  
 -09/17/99-01091-001  
 \*\*\*335.00 \*\*\*335.00

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

American Wellness, L.L.C.

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

1539 Landings Boulevard  
Sarasota, Florida 34231

**ARTICLE III - Duration:**

The period of duration for the Limited Liability Company shall be:

perpetual

**ARTICLE IV - Management:**

**(Check the appropriate box and complete the statement)**

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Gary Herbek  
3192 Walter Travis Trail  
Sarasota, Florida 34240

Carol MacAllister  
1539 Landings Boulevard  
Sarasota, Florida 34231

**ARTICLE V - Admission of Additional Members:**

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

The Managing Members may admit new members by the affirmative vote of the Managing Members holding at least seventy-five percent (75%) of the aggregate membership interests held by the Managing Members in the Limited Liability Company.

99 SEP 17 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**ARTICLE VI - Members Rights to Continue Business:**

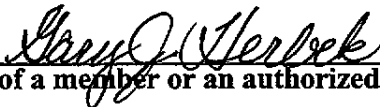
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

There must be at least one (1) remaining Member, and the remaining Member(s) holding a majority of the remaining membership interests in the LLC must approve the continuation of the business of the Limited Liability Company.

**ARTICLE VII - Affidavit of Membership and Contributions**

The undersigned member or authorized representative of a member of American Wellness, L.L.C. certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 15,100.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00 ;  
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 205,100.00



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Gary Herbek

Typed or printed name of signee

**Filing Fee: \$250.00 for Articles and Affidavit**

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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: \_\_\_\_\_

American Wellness, L.L.C.

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

Carol MacAllister

NAME

1539 Landings Boulevard

Florida street address (P. O. Box NOT ACCEPTABLE)

Sarasota

FL

34231

CITY, STATE AND ZIP

*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.*

*Carol MacAllister*

SIGNATURE

**Filing Fee: \$ 35 for Designation of Registered Agent**

**FILED**  
99 SEP 17 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA