

M98000000682

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 24 PM 2:18

200002489212--5
-04/15/98--01035--001
*****52.50 *****52.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Total Health Concepts, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 4:15

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CF-285.00
CFRT 528500

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 24, 1998

CAPITOL SERVICES

TALLAHASSEE, FL

SUBJECT: TOTAL HEALTH CONCEPTS, LLC
Ref. Number: W98000008472

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We have received your document for TOTAL HEALTH CONCEPTS, LLC and your check(s) totaling \$337.50. 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 a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

ALSO, in Item 8, please indicate whether the individuals are to be considered MANAGERS or MANAGING MEMBERS.

ALSO, PLEASE note that we are STILL RETAINING your \$337.50 payment.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 798A00034689

Law Offices of
MARK D. COHEN, P.A.

Presidential Circle
4000 Hollywood Blvd., Ste. 485 South
Hollywood, FL 33021

(954) 962-1166

Facsimile (954) 962-1779

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June 25, 1998

Joy Moon-French, Corporate Specialist
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Document Number P98000016278, Total Health Concepts, Inc.

Dear Ms. Moon-French:

At 3:09 p.m., June 23, 1998, I had filed with the Secretary of State, Articles of Dissolution for the above referenced corporation. It was also my intent to release the name of said corporation to a Delaware limited liability corporation, Total Health Concepts, L.L.C., so it could do business in Florida under their name. Please take the necessary actions to release the name of the dissolved corporation and make it immediately available to this Delaware limited liability corporation.

Thank you for your assistance in this regard.

Very truly yours,

MARK D. COHEN, P.A.

Mark D. Cohen, Esq.

MDC/jw

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF
FLORIDA:

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1. TOTAL HEALTH CONCEPTS L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 22-3575678
(FEI number, if applicable)
4. MARCH 26, 1998
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. MARCH 26, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2 BRIDGE AVENUE
RED BANK, NJ 07701
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>WALTER M. CRAIG</u>	<u>Pres</u>	<u>DAVID VOLPE</u>	<u>VP - COO - CFO</u>
<u>2 BRIDGE AVE.</u>	<u>MGRM</u>	<u>1001 W. COMMERCIAL BLVD.</u>	
<u>RED BANK, NJ 07701</u>		<u>FT LAUDERDALE, FL 33309</u>	
<u>HERBERT PEARLMAN</u>	<u>Chairman</u>		
<u>537 STEAMBOAT RD</u>	<u>MGRM</u>		
<u>GREENWICH, CT 06830</u>			
<u>DAVID LAWI</u>	<u>Secy</u>		
<u>537 STEAMBOAT RD</u>	<u>MGRM</u>		
<u>GREENWICH, CT 06830</u>			

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of TOTAL HEALTH
CONCEPTS, LLC deposes and says:

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is

\$ 200,000

3) if any, the agreed value of property other than cash contributed by member(s) is
A description of the property is attached and made a part hereto.

\$ _____

4) the amount of cash or property anticipated to be contributed by member(s) is
This total includes amounts from 2 and 3 above.

\$ 200,000

5) the total amount of cash or property anticipated to be contributed by member(s) is

\$ 200,000

Robert M. May Pres.

Signature of a member or 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.)

Filing Fee: \$250.00 for Application 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
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

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1. The name of the limited liability company is:

TOTAL HEALTH CONCEPTS, L.L.C.


2. The name and address of the registered agent and office is:

WALTER M. CRAIG, JR.
(Name)

1001 W. COMMERCIAL BLVD.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

FT LAUDERDALE, FL 33309
(City/State/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.


(Signature)

4/17/98
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOTAL HEALTH CONCEPTS, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TOTAL HEALTH CONCEPTS, L.L.C." WAS FORMED ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel
Edward J. Freel, Secretary of State

2876867 8300

AUTHENTICATION: 9024629

981141251

DATE: 04-14-98

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