

FORM D

UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549

*01/8/04*

OMB APPROVAL
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Expires: May 31, 2005
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FORM D  
NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING  
EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	



05066844

Name of Offering ( check if this is an amendment and name has changed, and indicate change)  
**\$1,500,000 Offering of Membership Interests (amended)**

*1181747*

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE

Type of Filing:  New Filing  Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ( check if this is an amendment and name has changed, and indicate change):  
**PARK AVENUE CAPITAL LLC**

Address of Executive Offices	(Number and Street, City, State, Zip Code) <b>Harborside Financial Center Plaza 10, 2nd Floor 10 Second Street Jersey City, NJ 07311</b>	Telephone Number (Including Area Code) <b>(201) 963-0005</b>
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Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
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Brief Description of Business  
**Providing internet domain name registration services and other internet related services to businesses involved in various health care professions.**

Type of Business Organization  
 corporation  limited partnership, already formed  other (please specify):  
**limited liability company**  
 business trust  limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: 

Month	Year
0 6	0 2

 Actual  Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: **GA**  
CN for Canada; FN for other foreign jurisdiction)

PROCESSED

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FINANCIAL

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**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total number already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ 0	\$ 0
Equity .....	\$ 0	\$ 0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (Including warrants) .....	\$ 0	\$ 0
Partnership Interests.....	\$ 0	\$ 0
Other (Specify - Membership Interests).....	<u>\$1,786,000.00</u>	<u>\$1,648,000.00</u>
Total.....	\$ 0	\$ 0

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<u>24</u>	<u>\$1,648,000.00</u>
Non-accredited Investors .....	0	\$ 0
Total (for filings under Rule 504 only).....	_____	_____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total.....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input checked="" type="checkbox"/>	<u>\$ 10,000.00</u>
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) .....	<input type="checkbox"/>	\$ _____
Total.....	<input checked="" type="checkbox"/>	<u>\$ 10,000.00</u>

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." .....


\$1,638,000.00

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	<b>Payments to Officers, Directors &amp; Affiliates</b>	<b>Payments To Others</b>
Salaries and fees .....	<input type="checkbox"/>	\$ _____
Purchase of real estate.....	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/>	\$ _____
Repayment of indebtedness .....	<input type="checkbox"/>	\$ _____
Working capital .....	<input type="checkbox"/>	<input checked="" type="checkbox"/> \$1,776,000.00
Other (specify): _____	<input type="checkbox"/>	\$ _____
.....	<input type="checkbox"/>	\$ _____
Column Totals .....	<input checked="" type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> \$1,776,000.00

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
<b>PARK AVENUE CAPITAL LLC</b>		September 12, 2005
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
<b>SCOTT A. FINLAY</b>	<b>CHIEF EXECUTIVE OFFICER</b>	