

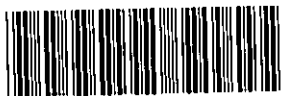
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL
OMB Number: 3235-0076
Expires: April 30, 2008
Estimated average burden
hours per form.....16.00

SEC USE ONLY
Prefix Serial
DATE RECEIVED



07083794

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

DRTATTOFF, LLC: Units of Limited Liability Company Interests

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

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

DRTATTOFF, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
8447 Wilshire Boulevard, Suite 102, Beverly Hills, CA 90211 (323) 653-8288

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices Same as Executive Offices) (323) 653-8288

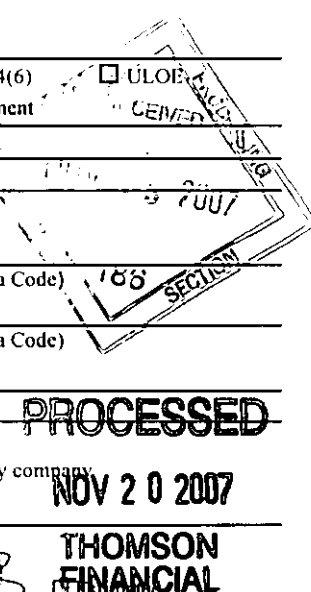
Brief Description of Business: operates laser tattoo removal clinics

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 08 Year 2004

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



GENERAL INSTRUCTIONS

Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed.
Information Required: A new filing must contain all information requested.
Filing Fee: There is no federal filing fee.
State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input checked="" type="checkbox"/> Managing Member of the Issuer
Full Name (Last name first, if individual)					
Morel, James					
Business or Residence Address (Number and Street, City, State, Zip Code)					
8447 Wilshire Boulevard, Suite 102, Beverly Hills, CA 90211					
Check Boxes that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Manager of the Issuer
Full Name (Last name first, if individual)					
Sampson, Howard					
Business or Residence Address (Number and Street, City, State, Zip Code)					
8447 Wilshire Boulevard, Suite 102, Beverly Hills, CA 90211					
Check Boxes that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input checked="" type="checkbox"/> Managing Member of the Issuer
Full Name (Last name first, if individual)					
Knight, Christopher					
Business or Residence Address (Number and Street, City, State, Zip Code)					
8447 Wilshire Boulevard, Suite 102, Beverly Hills, CA 90211					
Check Boxes that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input checked="" type="checkbox"/> Managing Member of the Issuer
Full Name (Last name first, if individual)					
Woodruff, Scott					
Business or Residence Address (Number and Street, City, State, Zip Code)					
8447 Wilshire Boulevard, Suite 102, Beverly Hills, CA 90211					
Check Boxes that Apply:	<input checked="" type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input checked="" type="checkbox"/> Managing Member of the Issuer
Full Name (Last name first, if individual)					
Kirby, William					
Business or Residence Address (Number and Street, City, State, Zip Code)					
8447 Wilshire Boulevard, Suite 102, Beverly Hills, CA 90211					
Check Boxes that Apply:	<input type="checkbox"/> Promoter	<input checked="" type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Pacific Holdings Syndicate, LLC					
Business or Residence Address (Number and Street, City, State, Zip Code)					
8447 Wilshire Boulevard, Suite 102, Beverly Hills, CA 90211					
Check Boxes that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address (Number and Street, City, State, Zip Code)					
8447 Wilshire Boulevard, Suite 102, Beverly Hills, CA 90211					
Check Boxes that Apply:	<input type="checkbox"/> Promoter	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual)					
Business or Residence Address (Number and Street, City, State, Zip Code)					
8447 Wilshire Boulevard, Suite 102, Beverly Hills, CA 90211					

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes ___ No X
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? N/A
3. Does the offering permit joint ownership of a single unit? Yes X No ___
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Dawson James Securities, Inc.
925 South Federal Highway - 6th Floor
Boca Raton, FL 33432

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers:

(Check "All States" or check individual States) All States

Brookshire Securities Corporation
4 West Las Olas Blvd.
Eighth Floor
Ft. Lauderdale, FL 33301

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers:

AZ, CA, CT, FL, GA, IL, KS, MA, MN, MO, NE, NJ, NM, NY, NC, OH, OR, PA, TX, VA, WA, WI

(Check "All States" or check individual States) All States

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 amount 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	\$ 0.00	\$ 0.00
Equity	\$ 0.00	\$ 0.00
<input type="checkbox"/> Common Stock <input type="checkbox"/> Preferred		
.....	\$ 0.00	\$ 0.00
Partnership Interests	\$ 0.00	\$ 0.00
Other - Units Limited Liability Company Interests of the Issuer <i>plus a warrant to purchase 1/2 Unit at an exercise price of \$1.25 per Unit.</i>	\$ 5,000,000.00	\$ 972,500.00
Total	\$ 5,000,000.00	\$ 972,500.00

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

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	18	\$ 972,500.00
Non-accredited Investors	0	\$ 0.00
Total (for filings under Rule 504 only)		\$

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

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.

Not Applicable

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"/>	\$ 0.00
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 5,000.00
Legal Fees	<input checked="" type="checkbox"/>	\$ 75,000.00
Accounting Fees	<input checked="" type="checkbox"/>	\$ 75,000.00
Engineering Fees	<input type="checkbox"/>	\$ 0.00
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$ 400,000.00*
Non-accountable expense allowance to Placement Agent	<input checked="" type="checkbox"/>	\$ 100,000.00
Other Expense (Identify) (1) Blue sky filing fees	<input checked="" type="checkbox"/>	\$ 15,000.00
(2) Miscellaneous offering expenses	<input checked="" type="checkbox"/>	\$ 55,000.00
Total	<input checked="" type="checkbox"/>	\$ 725,000.00

*In addition, the Placement Agent, or its authorized agents, will also receive warrants to purchase, at an exercise price of \$1.25 per Unit, Units equal to 10% of the Units sold in the offering.

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

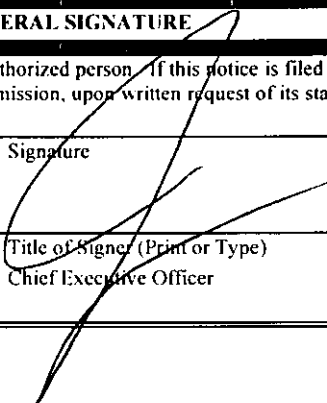
b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer” \$ 4,275,000.00

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.

	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees.....	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Purchase of real estate.....	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
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"/> \$ <u>0.00</u>	<input type="checkbox"/> \$ <u>0.00</u>
Repayment of indebtedness.....	<input checked="" type="checkbox"/> \$ <u>313,000.00</u>	<input checked="" type="checkbox"/> \$ <u>300,000.00</u>
Working capital, opening new locations, marketing and general corporate purposes, including payment of salaries.....	<input type="checkbox"/> \$ <u>0.00</u>	<input checked="" type="checkbox"/> \$ <u>2,432,091.00</u>
Other (specify: maximum payable to former investors who accept rescission offer, estimated payment for dissenting units in merger.....)	<input type="checkbox"/> \$ <u>0.00</u>	<input checked="" type="checkbox"/> \$ <u>1,229,909.00</u>
Column Totals.....	<input checked="" type="checkbox"/> \$ <u>313,000.00</u>	<input checked="" type="checkbox"/> \$ <u>3,962,000.00</u>
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/> \$ <u>4,275,000.00</u>	

D. FEDERAL SIGNATURE

The issuer had 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) DRTATTOFF, LLC	Signature 	Date 11/13/07
Name of Signer (Print or Type) James Morel	Title of Signer (Print or Type) Chief Executive Officer	

END

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)