

L 000000007425

SPICE & Co., P.  
(Requestor's Name)  
343 ALMERIA AVENUE  
CORAL GABLES, FL 33134 - (305) 445-2700

OFFICE USE ONLY

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

1. BIOCITICA LIMITED COMPANY  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk-In ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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

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

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

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

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TALLAHASSEE FLORIDA  
SECRETARY OF STATE

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00 JUN 26 AM 9:40  
TALLAHASSEE FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

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Examiner's Initials

51

# ARTICLES OF ORGANIZATION

## OF

# BIOCITICA LIMITED COMPANY

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

### ARTICLE 1 - NAME

The name of the limited liability company shall be **BIOCITICA LIMITED COMPANY**, ("Company").

### ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 561043, Costa Drive, Orlando, Florida 32807 and the mailing address shall be Post Office Box 561043, Orlando, Florida 32856.

### ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

### ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

### ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in importing and exporting between the United States and Russia (Moldova) and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers



**SPIEGEL & UTRERA, P.A.**

LAWYERS  
www.amerilawyer.com

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TALLAHASSEE, FLORIDA

granted to a limited liability company under the laws of the State of Florida.

#### **ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 7 - MANAGEMENT**

The Managers of the Company shall be:

Operating Manager: Julian G. Darwish  
Vice Operating Manager: Michael Kuczer  
Secretary: Felix Ostrirov  
Treasurer: Julian G. Darwish

whose addresses shall be the same as the mailing address of the Company

#### **ARTICLE 8 - ADMISSION OF NEW MEMBERS**

No additional member(s) shall be admitted to the Company except the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### **ARTICLE 9 - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.



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### **ARTICLE 10 - MEMBERS**

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

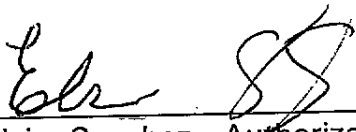
Julian G. Darwish  
5878 La Costa Drive  
Orlando, Florida 32807

Felix Ostirov  
156 Cactus Avenue, #5  
Toronto, Ontario, Canada M2R2V3

Michael Kuczer  
255 Havre Des Iles, #610  
Laval, Quebec, Canada H7W4R4

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**IN WITNESS WHEREOF**, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this June 23, 2000.

  
\_\_\_\_\_  
Elsie Sanchez, Authorized Representative of the  
Members



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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.

By: 

Natalia Utrera, Vice President

ARTLIMES

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