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RE: AEGIS COSMETICS, L.L.C.  
1936 SOUTH ANDREWS AVENUE  
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E-MAIL: mhd@mhdpatents.com

~~June 30, 2000~~ AUGUST 14, 2000

Department of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: AEGIS COSMETICS, L.L.C.  
Our file number: 10246.6802

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-08/16/00--01072--006  
\*\*\*\*160.00 \*\*\*\*160.00

Dear Administrator:

L-10206

Enclosed please find for filing the original and one copy of the Articles of Organization of AEGIS COSMETICS, L.L.C., Affidavit of Membership, and Certificate of Designation of Registered Agent along with my law firm's check in the amount of \$160 to cover the following:

Filing fee	\$100
Designation of Registered Agent	\$ 25
Certified copy of record	\$ 30
Certificate of Status	\$ 5

Please return the certified copy to me. Thank you.

Sincerely,

Joanne S. Richards

00 AUG 16 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION  
OF  
AEGIS COSMETICS, L.L.C.**

The undersigned member, a natural person, competent to contract, hereby forms a for profit limited liability company under the laws of the State of Florida. The following Articles shall be the Charter and authority for the conduct of business of this limited liability company.

**ARTICLE I - NAME**

The name of the limited liability company shall be AEGIS COSMETICS, L.L.C.

**ARTICLE II - ADDRESSES:**

The principal mailing address and the address of the principal office of AEGIS COSMETICS, L.L.C., a limited liability company shall be:

1100 S.W. St. Lucie West Boulevard  
Suite 105  
Port St. Lucie, Florida 34986.

The company shall have the power and authority to establish branch offices at other places designated by the members.

**ARTICLE III - PURPOSES**

The purposes for which this limited liability company is formed and the business and objects to be transacted and promoted by it are any and all lawful acts that can be performed by a Florida limited liability company

**ARTICLE IV - TERM**

This limited liability company shall have a perpetual existence or until

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dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### **ARTICLE V – CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of three hundred dollars (\$300.00) cash shall be paid to the limited liability company by Tim Ioannides, M.D. Additional contributions will be made as required for investment.

#### **ARTICLE VI – PROFITS AND LOSSES**

A) Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits as follows:

Any percentage not accounted for above will be distributed to additional members or in the event there are no additional members to Tim Ioannides, M.D.

B) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or if such sources are insufficient to cover such losses, by the members in the same proportion as their membership as referenced in VI (A) listed above.

As with the profits, any percentage not accounted for by additional members will be born by Tim Ioannides, M.D.

#### **ARTICLE VII - MANAGEMENT**

This limited liability company shall have one initial member manager who shall serve as such until the first annual meeting of the members or their successors are elected and qualify is as follows:

TIM IOANNIDES, M.D.  
1100 S.W. St. Lucie West Boulevard, Suite 105  
Port St. Lucie, Florida 34986.

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## **ARTICLE VIII – LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of the members of this limited liability company. All business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company.

## **ARTICLE IX – AMENDMENT**

These Articles of Organization may be amended in the manner and with the notice required by law.

## **ARTICLE X – INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent and office for service of process within the State of Florida is as follows:

TIM IOANNIDES, M.D.  
1100 S.W. ST. LUCIE WEST BOULEVARD  
SUITE 105  
PORT ST. LUCIE, FLORIDA 34986

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CLERK OF DISTRICT COURT  
PORT ST. LUCIE, FLORIDA

## **ARTICLE XI – RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members with contributions required of new members being determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or transferred except upon written consent of Tim Ioannides, M.D.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue business upon written consent of the remaining members.

The undersigned, being the original member of the limited liability company. Hereby certifies that the foregoing constitutes the proposed Article of Organization of AEGIS COSMETICS, L.L.C.


IN WITNESS WHEREOF, I have hereunto set my hand and seal at  
BROWARD County, Florida this 14<sup>th</sup> day of AUGUST, 2000.

  
TIM IOANNIDES, M.D., Manager

STATE OF FLORIDA )  
COUNTY OF BROWARD )


BEFORE ME, the undersigned authority, this day personally appeared TIM IOANNIDES, M.D., identification presented: Florida Driver's License No. I5328065242-0 who executed the foregoing Articles of Organization of AEGIS COSMETICS, L.L.C., and acknowledged before me that signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Broward County, Florida on this 14<sup>th</sup> day of AUGUST, 2000.

  
Notary Public

My Commission Expires: 3-29-02

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 Joanne S. Richardson  
Commission # 00128018  
Expires 03-29-2002  
NOTARY PUBLIC  
ATLANTIC BONDING CO., INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

To: The Department of State  
Tallahassee, Florida 32304

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

Pursuant to Florida Statutes, the undersigned limited liability company, organized under the Laws of the State of Florida submits the following statement in designating the Registered Agent/Registered Office in the State of Florida.

The name of the limited liability company is: AEGIS COSMETICS, L.L.C.

The name and address of the initial registered agent to accept service of process within the State of Florida and business office is:

TIM IOANNIDES, M.D.  
1100 S.W. St. Lucie West Boulevard  
Suite 105  
Port St. Lucie, Florida 34986

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated on this certificate, I hereby accept the appointment as registered agent of AEGIS COSMETICS, L.L.C. 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.

Accepted this 14<sup>th</sup> day of AUGUST, 2000.

  
TIM IOANNIDES, M.D.

**FILED**  
00 AUG 16 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA