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# FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

February 7, 2001

SHARON ANDREWS 3483 RIVER GARDENS CIRCLE PENSACOLA, FL 32514

SUBJECT: DERMRESOURCES, LLC

Ref. Number: W01000002898

We have received your document for DERMRESOURCES, LLC. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$125.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

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) 487-6020.

Tammi Cline Document Specialist

Letter Number: 001A00007416

# ARTICLES OF ORGANIZATION OF DermResources, LLC

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

#### ARTICLE I - NAME

The name of the limited liability company shall be DermResources, LLC ("company").

#### ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 3483 River Gardens Circle, Pensacola, FL 32514.

#### ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are executed. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

#### ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are Sharon Andrews at 3483 River Gardens Circle, Pensacola, FL 32514.

#### ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

#### ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

#### ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. 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 members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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### ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on 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 unanimous vote of all the remaining members.

#### ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members 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 initial manager of the company are Sharon Andrews at 3483 River Gardens Circle, Pensacola, FL 32514. The names and addresses of the members of the company are

#### NAME

### Sharon Andrews

#### **ADDRESS**

3483 River Gardens Circle, Pensacola, FL 32514.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at 3483 River Gardens Circle, Pensacola, Florida, on this second day of February 2001.

m. Woelsews

STATE OF Florida COUNTY OF Escambia

Sworn to and subscribed before me this 2 day of February 2001 by Sharon Andrews , a person known to me or who produced Flanda Druvio hisace as identification.

Print Name: BARBARA

Notary Public

(SEAL)

## CERTIFICATE OF DESÍGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415, DermResources, LLC submits the following statement to designate a registered office and registered agent in the state of Florida:

- 1. The name of the limited liability company is DermResources, LLC.
- 2. The name and street address of the registered agent in Florida are: Sharon Andrews at 3483 River Gardens Circle, Pensacola, FL 32514.

The undersigned, being the person named in the articles of organization of DermResources, LLC., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Sharon Andrews