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May 1, 2001

Corporate Records Bureau

Division of Corporations

P.O. Box 6327

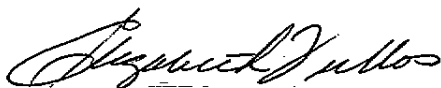
Tallahassee, FL 32301

RE: NanobacLabs, L.L.C.

Dear Sir:

Enclosed herewith please find two copies of the Articles of Organization for the above Company for filing with your office. Also enclosed is our check in the sum of \$125.00 to cover filing fees, etc.

Very truly yours,



Elizabeth Tullos

Legal Assistant

et

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Tuesday, May 01, 2001

**State of Florida
Division of Corporations**

To whom it may concern:

By this letter, and as the duly authorized President & CEO of NanobacLabs, Inc., I hereby authorize the use of the name "NanobacLabs" for the formation of the Florida Limited Liability Corporation to be formed and named as:

NanobacLabs, L.L.C.

If you have any questions, please feel free to call me Toll-Free at 1-877-676-2241.

Sincerely,

**Gary S. Mezo
President & CEO
NanobacLabs, Inc.**

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TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
NanobacLabs, L.L.C.**

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

ARTICLE I – NAME

The name of this limited liability company shall be:
NanobacLabs, L.L.C.

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

**10330 N. Dale Mabry, Suite 226
Tampa, FL 33618**

**ARTICLE III – REGISTERED AGENT, REGISTERED OFFICE &
REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

**Gary S. Mezo
10330 N. Dale Mabry, Suite 226
Tampa, FL 33618**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent 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 as provided for in Chapter 608, F.S.



Registered Agent's Signature

ARTICLE IV – MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V – CLASS OF MEMBERS

The Company shall have two classes of members. One class of members shall be the active, voting members identified as managing members in the operating agreement. The other class of members shall be the passive, non-voting members of the Company except as provided for herein or in the regulations or operating agreement of the

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Company. Only the managing members shall have the authority to vote with respect to the active management of the business affairs of the Company. The other passive, non-voting members shall not participate in any way in the management of the Company business.

ARTICLE VI – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all members (both managing and non-managing) of the Company and upon such terms and conditions as shall be determined by all the members as set forth in the regulations or operating agreement of the Company. 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 (and unless said member is a voting member as referenced in Article V herein) or become a member unless all the other members of the Company other than the member proposed to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

IN ACCORDANCE WITH §608.408 Tampa, FL 33618, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Member

Gary S. Mezo

ARTICLE VII – EFFECTIVE DATE

The effective date of the Limited Liability Company is to be upon filing.

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