

L0100000/4333

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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(((H01000092784 7)))

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Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : KATZ, BARRON, SQUITERO & FAUST, P.A.
Account Number : 072627002473
Phone : (305)856-2444
Fax Number : (305)285-9227

LIMITED LIABILITY COMPANY

Endoscope Precision Parts, LLC

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$130.00

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- Aug-23-2001 11:36am From-SURGICAL OPTICS

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**ARTICLES OF ORGANIZATION
OF
ENDOSCOPE PRECISION PARTS, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such Company:

ARTICLE I

NAME

The name of the limited liability company is Endoscope Precision Parts, LLC.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the limited liability company is 19157 NW 23 Place, Pembroke Pines, Florida 33029.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 2699 South Bayshore Drive, Seventh Floor, Miami, Florida 33133, and the name of the registered agent of this Company at that address is CORPCO, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 / 08 / 23

Fax Audit No. H01000092784 7
This instrument prepared by:
ANA C. HARRIS, ESQUIRE
Florida Bar No: 705403
KATZ, BARRON, SQUITERO & FAUST, P.A.
2689 South Bayshore Drive, Seventh Floor
Miami, Florida 33133-5403
(306) 886-2444
Fax: (305) 285-8227

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 AUG 23

ARTICLE IV

DURATION AND EFFECTIVE DATE

The period of this Company's duration shall be perpetual.

ARTICLE V

PURPOSE

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 608, Florida Statutes, as amended and supplemented.

ARTICLE VI

RIGHT TO CONTINUE BUSINESS

A majority in interest of the remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VII

MANAGEMENT OF COMPANY

The business of the Company shall be manager-managed by one Manager. The Manager shall hold the office and have the responsibility accorded to him by the members and set out in the operating agreement. The name and address of the initial Manager, who is to serve until the first annual meeting of Members or until his successor is elected and qualified, is:

Peter P. Bodor
19157 NW 23 Place
Pembroke Pines, Florida 33029

ARTICLE VIII

TRANSFERABILITY OF MEMBER'S INTEREST

An interest of a Member of this Company is not freely transferable and may only be transferred or assigned in accordance with the procedures set forth in the operating agreement. Otherwise, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of the Company or to become

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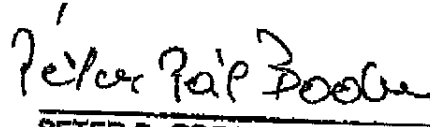
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a Member, and shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that member otherwise would be entitled.

IN WITNESS WHEREOF, the undersigned member has hereunto set his hand and seal this 23 day of AUGUST, 2001.


PETER P. BODOR, Member

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability Company at the place designated in the Articles of Organization, I hereby accept this 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.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 23 day of Aug, 2001.

CORPCO, INC.


Ana C. Harris, Vice President

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