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BINDMAX PROTEINS, INC

TO: FLORIDA DEPT OF CORPORATIONS, REGISTRATION SECTION SEPT.1, 2001

FROM: RICHARD D. CASSIDY

RE: DISSOLVING MY SUBCHAPTER S CORPORATION AND FORMING AN L.L.C.

- 1. I CURRENTLY AM PRESIDENT, OWNER, AND SOLE EMPLOYEE OF A SUBCHAPTER S CORPORATION KNOWN AS BINDMAX PROTEINS, INC. (HOLIDAY, FL).
- 2. MY CURRENT EIN# IS 59-3615209.

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- ****160.00 ****160.00 ON DECMBER 31, 2001 I WILL BE DISSOLVING THIS SUBCHAPTER S CORPORATION, "BINDMAX PROTEINS, INC."
- 4. ON JANUARY 1, 2002, I WILL BE FORMING A LIMITED LIABILITY COMPANY TO BE NAMED, "MAPIC, L.L.C." (MAPIC IS AN ACRONYM FOR MEAT AND POULTRY INDUSTRY CONSULTANT).
- MAPIC, L.L.C. WILL BE PREFORMING THE EXACT SAME FUNCTION AS BINDMAX PROTEINS, INC. WHICH IS TO PROVIDE CONSULTING FOR MEAT POULTRY COMPANIES THAT USE SOY AND MILK PROTEIN.
- I WILL CONTINUE TO BE THE ONLY EMPLOYEE AND WILL CONTINUE TO WORK OUT OF MY HOLIDAY, FLORIDA HOME.
- 7. I AM ENCLOSING A CHECK FOR \$160.00 TO PAY FOR FILING FEE OF ARTICLÉ OF INCORPORATION, DESIGNATION OF REGISTERED AGENT, A CERTIFIED ▶ COPY, AND A CERTIFICATE OF STATUS.
- 8. IF YOU NEED ANY FURTHER INFORMATION, PLEASE FEEL FREE TO CALL ME AT 727-937-0800 OR WRITE TO ME AT 1036 LODESTAR DRIVE, HOLIDAY, FL 34690.

THANK YOU FOR YOUR HELP

Richard D. Cosney

727-937-0800

BEST REGARDS

RICHARD D. CASSIDY, PRESIDENT

BINDMAX PROTEINS, INC. C/O RICHARD D. CASSIDY 1036 LODESTAR DRIVE HOLIDAY, FL 34690

01-15053

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

MAPIC, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 1036 LODESTAR DRIVE

HOLIBAY, PL 34680

727-937-0800

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Florida street address (P.O. Box NOT acceptable)

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..

Reshard D. Camby

Registered Agent's Signature

Article IV - Management (Check box if applicable.)

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

ARTICLE V - Effective Date:

This limited liability company shall become effective January 1, 2002.

(An additional article must be added if an effective date is requested)

Nichael D. Cornely

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

RICHARD D. CASSINY

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)