

Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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

From:
Account Name : STROSS LAW FIRM
Account Number : 070731001671
Phone : (727)787-1088
Fax Number : (727)785-4490

LIMITED LIABILITY COMPANY

PAN GERMINAL SYSTEMS USA, L. L. C.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

LO1-22788

01 DEC 28 AM 9:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF ORGANIZATION
OF
PAN GERMINAL SYSTEMS USA, L. L. C.**

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Chapter 608 of the Florida Statutes, do hereby adopt the following Articles of Organization for the Limited Liability Company:

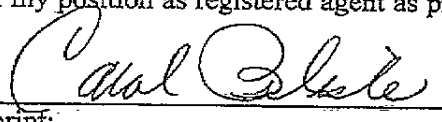
FIRST: The name of the Limited Liability Company is: Pan Germinal Systems USA, L. L. C.

SECOND: The latest date on which the Limited Liability Company is to dissolve is December 01, 2051, and its effective date of organization shall be January 02, 2002.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Chapter 608 of the Florida Statutes, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 3001 Eastland Blvd., Ste 6B, Clearwater, FL 33761, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Carol Belisle.

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.


print:
Carol Belisle

FILED
SECRETARY OF STATE
ON DECEMBER 28, 2001
AM 9:00

FIFTH: The mailing address and principal office of the Limited Liability Company is 3001 Eastland Blvd., Ste 6B, Clearwater, FL 33761.

SIXTH: The Limited Liability Company will be operated by the Members, and no manager will be appointed. The names and addresses of the Members are: Carol Belisle, having an address at 3001 Eastland Blvd., Ste 6B, Clearwater, FL 33761, and R. Stephen Mulholland, having an address at 66 Avenue Road, Suite Four, Toronto, ONTARIO, M5R 3N8

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SEVENTH: The total amount of cash (and a description and agreed value of any property other than cash) contributed to the Limited Liability Company, as capital, by the Members is \$200.00. Each of the Members contributed the amount set forth below:

Carol Belisle \$100.00
R. Stephen Mulholland \$100.00

The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter may be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.


NINTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company, by the unanimous vote or consent of the Members.

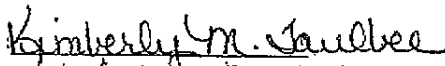
TENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (or if there is only one surviving Member than such Member may elect to continue other than the Member who caused the Withdrawal Event), may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

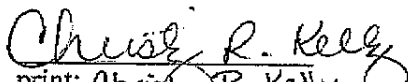
ELEVENTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the Members have executed and acknowledged these Articles of Organization on December 28, 2001.

In the presence of:


Carol Belisle


print: Kimberly M. Taulbee


print: Christy R. Kelly

12/28/01

15:55

727 785 4490


STROSS LAW FIRM


004/005

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R. Stephen Mulholland

R. STEPHEN MULHOLLAND
print:


print: JOHN S. DUKERHOUS


ARON KEESONG KIM

5/24/01

12/28/01

15:55

8727 785 4490

STROSS LAW FIRM

005/005

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STATE OF FLORIDA, COUNTY OF PINELLAS, ss.

The foregoing instrument was acknowledged before me on the 28th day of December, 2001, by Carol Belisle.



Kimberly M. Taubee
Commission # DD 055978
Expires Sep. 10, 2005
Bonded thru
Atlantic Bonding Co., Inc.

Kimberly M. Taubee
print: Kimberly M. Taubee
Notary Public
My commission expires on

Personally Known OR Produced Identification

Type of Identification Produced:

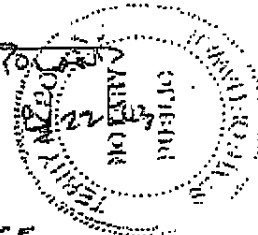
STATE OF HAWAII; COUNTY OF HONOLULU

PROVINCE OF ONTARIO, ss.

The foregoing instrument was acknowledged before me on the 28th day of December, 2001, by R. Stephen Mulholland.

TERRY M. POLAN
print: TERRY M. POLAN
Notary Public
My commission expires on

Notary Public
My commission expires on



Personally Known OR Produced Identification

Type of Identification Produced: ONTARIO DRIVERS LICENSE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 28 AM 9:00

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