

BRASHEAR & ASSOCIATES, P.L.

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BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

December 27, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
01 DEC 28 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: AQUAGENE BIOTECHNOLOGY, L.L.C.

Gentlemen:

Please find the original and one (1) copy of the Articles of Organization and Certificate of Designation of Registered Agent/Registered Office for the above-referenced limited liability company, as well as check of AquaGene, L.L.C. in the amount of \$155.00 representing the following:

Filing Fee	\$ 100.00
Certificate Designating Resident Agent	25.00
Certified Copy of Articles of Organization	30.00

After filing the original Articles of Organization, please certify the enclosed copy and return same to this office.

Sincerely,

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***155.00 ***155.00

BRASHEAR & ASSOCIATES, P.L.

By: Melinda Giel
Melinda Giel, Legal Assistant

Enclosures
Express Mail: 12-27-01

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**ARTICLES OF ORGANIZATION
OF
AQUAGENE BIOTECHNOLOGY, L.L.C.**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is AquaGene Biotechnology, L.L.C. (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall terminate on December 31, 2100.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office and mailing address is as follows: 12085 Research Drive, Alachua, FL 32615. The name and address of the Company's initial registered agent in the State of Florida is as follows: John B. Rogers, 12085 Research Drive, Alachua, FL 32615.

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of the Company's board of managers in accordance with the Operating Agreement of the Company.

**ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The consent of a majority in interest of the Company's members in accordance with the Operating Agreement of the Company;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event the board of managers of the Company shall determine to continue the business of the Company.

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TALLAHASSEE, FLORIDA

**ARTICLE VI
MANAGEMENT**

The Company will be managed by its board of managers in accordance with the Company's Operating Agreement. The names and business address of the manager is John B. Rogers, 12085 Research Drive, Alachua, FL 32615.

**ARTICLE VII
PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

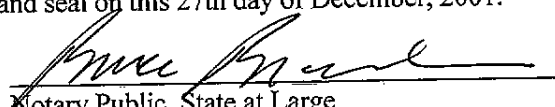
IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS 27th DAY OF DECEMBER, 2001.


JOHN B. ROGERS

STATE OF FLORIDA
COUNTY OF ALACHUA

Before me personally appeared JOHN B. ROGERS who is known to me to be the person who executed the foregoing Articles of Organization on behalf of AquaGene Biotechnology, L.L.C.

In witness whereof, I have hereunto set my hand and seal on this 27th day of December, 2001.


Notary Public, State at Large

Printed Name

My Commission Expires:



Bruce Brashear
MY COMMISSION # CC721561 EXPIRES
March 4, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

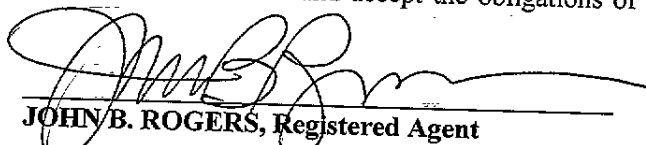
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: AquaGene Biotechnology, L.L.C.
2. The name and address of the registered agent and office is: AquaGene Biotechnology, L.L.C., 12085 Research Drive, Alachua, FL 32615.

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.



JOHN B. ROGERS, Registered Agent

Date: 27 Dec. 2001

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TALLAHASSEE, FLORIDA