

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

# L02000000551

Vitatest USA LLC

300004759173--7

-01/08/02--01037--019

\*\*\*125.00 \*\*\*125.00

\_\_\_ Art of Inc. File

\_\_\_ LTD Partnership File

\_\_\_ Foreign Corp. File

✓ \_\_\_ L.C. File

\_\_\_ Fictitious Name File

\_\_\_ Trade/Service Mark

\_\_\_ Merger File

\_\_\_ Art. of Amend. File

\_\_\_ RA Resignation

\_\_\_ Dissolution / Withdrawal

\_\_\_ Annual Report / Reinstatement

\_\_\_ Cert. Copy

✓ \_\_\_ Photo Copy

\_\_\_ Certificate of Good Standing

\_\_\_ Certificate of Status

\_\_\_ Certificate of Fictitious Name

\_\_\_ Corp Record Search

\_\_\_ Officer Search

\_\_\_ Fictitious Search

\_\_\_ Fictitious Owner Search

\_\_\_ Vehicle Search

\_\_\_ Driving Record

\_\_\_ UCC 1 or 3 File

\_\_\_ UCC 11 Search

\_\_\_ UCC 11 Retrieval

Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

02 JAN -8 PM 1:53 RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA 02 JAN -8 AM 11:35  
DIVISION OF CORPORATION

FILED

JD  
1-8-02

## ARTICLES OF ORGANIZATION

OF

VITATEST USA, L.L.C.

a Florida Limited Liability Company

### ARTICLE I NAME

The name of this Limited Liability Company is VITATEST USA, L.L.C. (the "Company").

### ARTICLE II PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

### ARTICLE III ADDRESS

The mailing and street address of the Company's principal place of business is 1106 South Missouri Avenue, #204, Clearwater, Florida 33756.

### ARTICLE IV DURATION

The Company's existence shall commence upon filing with the Secretary of State and shall continue until dissolved or until the occurrence of any one of the following events: the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member of the Company or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the existence and business of the Company is continued by consent of all remaining members.

APPROVED  
AND  
FILED

02 JUN -8 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V MANAGEMENT**

The management of the Company shall be reserved to the members. The members shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

## **ARTICLE VI MEMBERS**

The name and address of the initial members are as follows:

Dr. Peter Rosler  
1106 South Missouri Avenue, #204  
Clearwater, Florida 33756

Gabriela Rosler  
1106 South Missouri Avenue, #204  
Clearwater, Florida 33756

## **ARTICLE VII ADMISSION OF NEW MEMBERS**

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

## **ARTICLE VIII CAPITAL CONTRIBUTIONS, PROFIT/LOSS ALLOCATION AND MEMBER VOTING**

A. Initial Contributions. The total amount of cash or property to be initially contributed by each of the initial members of the of the Company is as follows:

<u>Name</u>	<u>Amount</u>	<u>Percentage</u>
Dr. Peter Rosler	\$490.00	49%
Gabriela Rosler	\$510.00	51%

B. Profit/Loss Allocation. The profits and losses of the Company shall be allocated among the members in accordance with the Regulations of the Company.

02 JAN -9 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

C. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

D. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

## ARTICLE IX ADOPTION OF REGULATIONS

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

## ARTICLE X AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles may be amended at any time by a resolution adopted by a unanimous vote of the members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

## ARTICLE XI INITIAL ADDRESS OF REGISTERED OFFICE AND DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of this limited liability company in the State of Florida is 401 S. Lincoln Ave., Clearwater, Florida 33756. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as William K. Lovelace. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

**THESE ARTICLES OF ORGANIZATION** have been executed by the undersigned member or authorized representative of the member this 3rd day of January, 2002.

AUTHORIZED REPRESENTATIVE  
FOR DR. PETER ROSLER

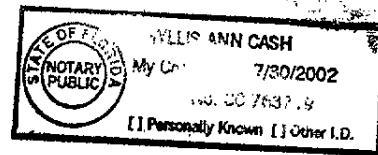
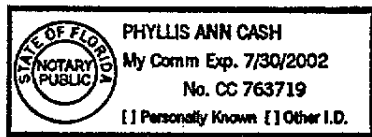
  
WILLIAM K. LOVELACE, ESQUIRE

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 3rd day of January, 2002, by WILLIAM K. LOVELACE, as Authorized Representative for DR. PETER ROSLER, who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

*Phyllis Ann Cash*  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:



APPROVED  
AND  
FILED  
02 JAN -8 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes and Article XI of these Articles of Organization, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

William K. Lovelace, Esquire  
401 S. Lincoln Ave.  
Clearwater, Florida 33756

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

William K. Lovelace (SEAL)  
WILLIAM K. LOVELACE, ESQUIRE

APPROVED  
AND  
FILED  
02 JAN -8 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA