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11 September 2002

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

RE: Biomedical Research and Education Foundation, LLC
Our File No. 1392-002

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****125.00 ****125.00

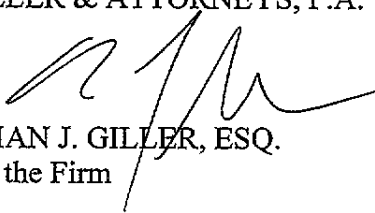
Dear Sir/Madam:

Enclosed herewith is our trust account check no. 8447 payable to the Secretary of State in the amount of \$125.00. In addition, we have enclosed the original and one copy of the Articles of Organization. Please file the original Articles of Organization and return the copy, conformed or stamped "Filed" to this office.

We have enclosed a stamped, self-addressed envelope for your use.

Thank you for your cooperation in this matter.

GILLER & ATTORNEYS, P.A.


BRIAN J. GILLER, ESQ.
For the Firm
/bc

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ARTICLES OF ORGANIZATION
OF
BIOMEDICAL RESEARCH AND EDUCATION FOUNDATION, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, hereby executes these Articles of Organization for the purpose of forming a Florida Limited Liability Company, under the under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, and hereby makes, acknowledges and files the following Articles of Organization ("Articles") providing for the formation, liabilities, rights, and privileges, of a Florida Limited Liability Company.

ARTICLE I
Name

The name of the Limited Liability Company shall be:

Biomedical Research and Education Foundation, LLC

ARTICLE II
Addresses

The mailing address and street address of the principal office of the Limited Liability Company shall be:

975 Arthur Godfrey Road, Suite 610, Miami Beach, FL 33140

The principal place of business of this Limited Liability Corporation shall be:

975 Arthur Godfrey Road, Suite 610, Miami Beach, FL 33140

However, the Limited Liability Company may have such other places of business, both within and without the State of Florida and in foreign countries, as may be necessary and convenient.

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**ARTICLE III
Management**

The Limited Liability Company is to be managed by one manager and is, therefore, a “Manager – Managed” company.

**ARTICLE IV
Agency of Members and Managers**

Only the Manager Member may sign and deliver any instrument transferring or affecting the company's interest in real property. The instrument is conclusive in favor of a person who gives value without knowledge of the lack of the authority of the person signing and delivering the instrument

**ARTICLE V
Liability of Members and Managers**

Neither the members of this limited liability company nor the managers of this limited liability company, whether managed by a manager or managing member, are liable, solely by reason of being a member or serving as a manager or managing member, under a judgment, decree, or order of a court, or in any other manner, for a debt, obligation, or liability of the limited liability company.

**ARTICLE VI
Nature of Business**

The general nature of the business or businesses to be transacted by the Limited Liability Company is as follows:

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The transaction of any or all lawful business of a Limited Liability Company created under Florida Statutes Section 608 et. seq.

ARTICLE VII
Indemnification of Managers and Managing Members

The limited liability company may, and shall have the power to, but shall not be required to, indemnify and hold harmless any member or manager or other person from and against any and all claims and demands whatsoever. Notwithstanding, indemnification or advancement of expenses shall not be made to or on behalf of any manager, managing member, officer, employee, or agent if a judgment or other final adjudication establishes that the actions, or omissions to act, of such manager, managing member, officer, employee, or agent were material to the cause of action so adjudicated and constitute any of the following:

1. A violation of criminal law, unless the manager, managing member, officer, employee, or agent had no reasonable cause to believe such conduct was unlawful.
2. A transaction from which the manager, managing member, officer, employee, or agent derived an improper personal benefit.
3. In the case of a manager or managing member, a circumstance under which the liability provisions of §608.426 are applicable.
4. Willful misconduct or a conscious disregard for the best interests of the limited liability company in a proceeding by or in the right of the limited liability company to procure a judgment in its favor or in a proceeding by or in the right of a member.

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ARTICLE VIII

Existence

This Limited Liability Corporation shall exist perpetually.

ARTICLE IX

Additional Capital Contributions

Each member shall be required to make additional capital contributions to the Company only upon the unanimous consent of all of the members.

ARTICLE X

Profits and Losses

Profits and losses shall be allocated to the members, in proportion to their capital contributions unless an alternative basis is unanimously agreed upon by all the members.

ARTICLE XI

Members and Restrictions On Membership

The following shall constitute the initial member of the Company:

Charlotte A. Richmond, Ph. D., 975 Arthur Godfrey Road, Suite 610, Miami Beach, FL 33140

No additional members shall be admitted to the Company except with the written consent of the member-manager of the Company and upon such terms and conditions as shall be determined by said member-manager. Contributions required of new members shall also be determined by said member-manager as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, but the transferee shall not become a member, except with the written consent of the member-manager of the Company and upon such terms and conditions as shall be determined by said member-manager.

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Furthermore, the proposed member shall have no right to participate in the management of the business and affairs of the Company without the written approval of the member-manager.

**ARTICLE XII
Management**

The Company shall be member-managed. The members may adopt and approve an Operating Agreement which may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles. Except for the actions listed below, the management of the Company shall be determined by a vote of the majority in interest of the members then eligible to vote. For the following actions, the Company may act only upon the unanimous vote of all the members then eligible to vote: (I) to sell, transfer, mortgage exchange, dispose of, or abandon, in any single transaction or series of transactions, Company properties or assets having a value in excess of 20% of the aggregate value of all Company properties and assets; (ii) to merge the Company with or into, consolidate the Company with, any other limited liability company, or any corporation, partnership, or other entity; (iii) to do any act which would make it impossible to carry on the ordinary business of the Company; (iv) to confess a judgment against the Company; or (v) possess Company property or assign rights in Company property for other than a Company purpose.

The name and address of the sole member-manager of the Company, who shall serve until the first annual meeting of the members or until her successor is duly qualified and elected, is:

Charlotte A. Richmond, Ph. D., 975 Arthur Godfrey Road, Suite 610, Miami Beach, FL 33140

ARTICLES OF ORGANIZATION – BIOMEDICAL RESEARCH AND EDUCATION FOUNDATION, LLC

ARTICLE XIII


Registered Agent, Registered Office, & Registered Agent's Signature

The name and street address of the registered agent and the office of said agent of the Company is:

Brian J. Giller, Esq., 975 Arthur Godfrey Road, Suite 610, Miami Beach, FL 33140

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, Florida Statutes.

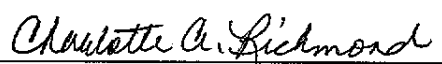
BY:


Brian J. Giller, Esq.
Resident Agent

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.

IN WITNESS WHEREOF, I have hereunto set our hands and seals on this 03 day of September, 2002.

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Charlotte A. Richmond, Ph. D
Signature of a member or an authorized representative of a member

ARTICLES OF ORGANIZATION – BIOMEDICAL RESEARCH AND EDUCATION FOUNDATION, LLC

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Charlotte A. Richmond, Ph. D. and Brian J. Giller, Esq., to me well known to be the persons described in and who executed and subscribed the foregoing Articles of Organization and they acknowledged, before me, that they executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami Beach, Miami-Dade County, this 11 September 2002



Barbara Calleja
Commission # DD133937
Expires July 15, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

Sign: Barbara Calleja
NOTARY PUBLIC:
Print: Barbara Calleja

My Commission expires: 7/15/06
My Commission Number is: DD133937

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