

L030000021409

(Requestor's Name)

Mazza-Martinez & Assoc., P.A.
780 NW Le Jeune Road, Suite 420
Miami, FL 33126
U.S.A.

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

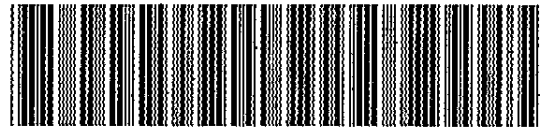
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2003 JUN -9 AM 8:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUN 13 2003

ARTICLES OF ORGANIZATION

OF

ZYMedix-USA, LLC

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2009 JUN -9 AM 8:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be, ZYMedix-USA, LLC, ("Company").

ARTICLE 2-ADDRESS

The principal place of business of the Company in Florida shall be 3990 W. Flager Street, Ste. 203, Miami, FL 33173 and the mailing address shall be the same.

ARTICLE 3-EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4- DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in the Articles of organization.

ARTICLE 5-PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in the general business and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 6- REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Mazza-Martinez & Assoc., P.A., 780 NW 42 Ave., Suite 420, Miami, Florida 33126. The name and address of the registered agent of this Company is Mazza-Martinez & Assoc., P.A., 780 NW 42 Ave., Suite 420, Miami, Florida 33126.

ARTICLE 7- MANAGEMENT

The managers of the Company shall be:

Juan J. Leal
3990 W. Flager Street, Ste. 203
Miami, FL 33173

President

Antonio Goncalvez
3990 W. Flager Street, Ste. 203
Miami, FL 33173

Director

Marbi Becerra
3990 W. Flager Street, Ste. 203
Miami, FL 33173

Secretary

Whose addresses shall be the same as the mailing address of the Company.

ARTICLE 8- ADMISION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 9-TERMINATION OF EXISTENCE

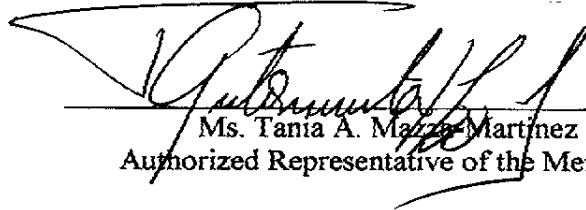
The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE 10 – MEMBERS

The managers of the Company shall be the member(s) in accordance with regulations adopted by the member(s) for the management of the business and regulation and management of the affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

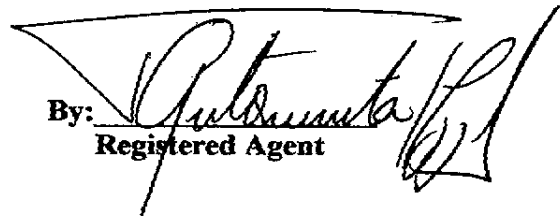
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DR. JUAN DE CORPORATIONS
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this June 3, 2003.


Ms. Tania A. Mazza-Martinez
Authorized Representative of the Members

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Mazza-Martinez & Assoc., P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

By: 
Registered Agent

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