

DE BEAUBIEN, KNIGHT, SIMMONS, MANTZARIS & NEAL, LLP

ATTORNEYS AND COUNSELLORS AT LAW
A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

POST OFFICE BOX 87
332 NORTH MAGNOLIA AVENUE
ORLANDO, FLORIDA 32802-0087
(407) 422-2454
FACSIMILE (407) 849-1845

June 26, 2003

VIA OVERNIGHT MAIL

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Organization of Bioengineering Resources International, LLC

Dear Sir or Madam:

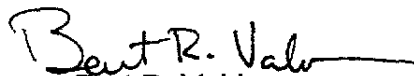
Enclosed herein please find the Articles of Organization for Bioengineering Resources International, LLC ("Company") as well as the Certificate of Designation of Registered Agent/Registered Office, accompanied by a check in the amount of \$125.00 to cover the requisite filing fees.

Please provide all correspondence concerning this matter to the following:

William F. Bruce
425 North Highland Avenue
Orlando, Florida 32801

If you have any questions or need further information concerning this matter then please contact Bart R. Valdes at (407)422-2454.

Sincerely yours,


Bart R. Valdes

FILED
03 JUN 27 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

of

**"BIOENGINEERING RESOURCES
INTERNATIONAL, LLC"**

EFFECTIVE DATE
6/23/03

The undersigned, desiring to form a Limited Liability Company pursuant to the Florida Limited Liability Company Act ("Act"), does hereby certify as follows:

- I. **NAME.** The name of the limited liability company formed pursuant hereto shall be at all times the **Bioengineering Resources International, LLC** ("Company").
- II. **PURPOSE AND POWERS.** The Company shall be organized for the purpose of conducting any lawful business, and shall have the same powers as an individual to do all things necessary or convenient to carry out the Company's purpose, business and affairs.
- III. **DURATION.** The Company's term shall commence as of the filing of these Articles with the Secretary of State of Florida and shall be perpetual unless dissolved sooner upon the happening of any mandatory dissolution event as according to the Act or Operating Agreement of the Company.
- IV. **ADDRESS.** The business of the Company shall be principally conducted at, and all correspondence shall be directed to the mailing address and principal office address which is as follows:

425 North Highland Avenue
Orlando, Florida 32801

- V. **AGENT.** The Registered Agent of the Company shall be: William F. Bruce, whose street address is 425 North Highland Avenue, Orlando, Florida 32801, as according to the "Certificate of Designation of Registered Agent/Office" of the Company, which is attached hereto and made a part hereof by reference.

FILED
03 JUN 27 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VI. MANAGERS OR MANAGING MEMBERS. The name and address of each Manager or Managing Member is as follows:

William F. Bruce "MGRM"

425 North Highland Avenue
Orlando, Florida 32801

VII. ADDITIONAL MEMBERS. Additional Members may be admitted as according to the Operating Agreement; and, where applicable, only when the sale, transfer or other disposition of all or any part of a Membership interest:

- (1) would not result in the termination of the Company under the Act or within the meaning of section 708 of the Internal Revenue Code of 1986, as amended;
- (2) would be exempt from requirements of applicable state and federal securities laws as determined to the satisfaction of the Manager; and
- (3) after any information reasonably required to execute the sale, transfer, or other disposition is provided to the Manager.

VIII. MANAGEMENT. Management of the Company shall be delegated to a Manager who shall be appointed pursuant to the Act and Company Operating Agreement. No Member not a Manager has any inherent express, implied or apparent authority to bind the Company and Members may only take such actions or make such decisions as may be expressly authorized by the Operating Agreement or pursuant to a certificate of authority or agency executed by the Manager. Any acts, promises or assurances or the like given by a Member not in accordance with these Articles are null and void ab initio and should not be relied upon by another Member, the Manager, or third party as the case may be.

IX. EFFECTIVE DATE. The effective date of the Company shall be June 23, 2003.

IN WITNESS WHEREOF, and certifying knowledge of, and compliance with, §608.408, Florida Statutes (2002), and acknowledging that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true, and further certifying that the Company has at least one Member, I hereunto subscribe my name to these Articles of Organization of **Bioengineering Resources International, LLC**, this 26 day of June, 2003.



Organizer and Manager

William F. Bruce

Printed Name

FILED
03 JUN 27 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

of

**“BIOENGINEERING RESOURCES
INTERNATIONAL, LLC”**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES (2002), THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.


1. The name of the limited liability company is:

“Bioengineering Resources International, LLC”

2. The name and the Florida street address of the registered agent and the registered office are:

William F. Bruce
425 North Highland Avenue
Orlando, Florida 32801

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.


Printed Name: William F. Bruce

FILED
JUN 27 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA