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DEPT. OF REVENUE
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EFFECTIVE DATE
1/6/04

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference:
(Sub Account)

Date:

January 6, 2004

Requestor Name:

Carlton Fields

Address:

Post Office Drawer 190
Tallahassee, Florida 32302

Telephone:

(850) 224-1585

Contact Name:

Joan Perrenot (x 243)

Corporation Name:

El-Schieb Innovation

Entity Number:

Authorization:

J. Perrenot

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☐ Certified Copy

☒ Art. of Organization
New Filings

☐ Fictitious Name

☒ Plain Stamped Copy

☐ Amendments

☐ Certificate of Status

☐ Annual Report

☐ Registration

(X) Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

CF Internal Use Only

Client: 47449 Matter: 15932 ck enclosed

Name: Diamond Office: Orlando

ARTICLES OF ORGANIZATION
OF
EL - SCHIEB INNOVATIONS, LLC
A FLORIDA LIMITED LIABILITY COMPANY

FILED
04 JAN -6 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE
1/1/04

The undersigned (the "Member") acting as the organizer of EL - Schieb Innovations, LLC, under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopts the following Articles of Organization:

ARTICLE 1
NAME

The name of the limited liability company is EL - Schieb Innovations, LLC (the "Company").

ARTICLE 2
PURPOSES, POWERS AND CAPITAL CONTRIBUTIONS

A. Purposes. The Company is organized to acquire, own, develop, refine, market, distribute and sell intellectual property and other scientific products and processes. The Company is also organized for any other lawful purposes.

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.

C. Capital Contributions. The Members shall make capital contributions from time to time, as required by the Operating Agreement adopted by the Company.

ARTICLE 3
EFFECTIVE DATE

These articles shall be effective on January 1, 2004.

ARTICLE 4
INITIAL REGISTERED AGENT, AND REGISTERED OFFICE ADDRESS
AND PRINCIPAL PLACE OF BUSINESS

A. Initial Registered Agent and Office. The initial registered agent for the Company to receive service of process is CFRA, LLC. The street address of the Company's initial registered agent is One Harbour Place, 5th Floor, 777 S. Harbour Island Boulevard, Tampa, Florida 33602-5730.

B. Mailing Address of Business. The mailing address of the Company is Post Office Box 941651, Maitland, Florida 32794-1651.

C. Principal Place of Business. The Company's principal place of business is 450 South Orange Avenue, Suite 500, Orlando, Florida 32801.

ARTICLE 5 MANAGERS

The business of the Company shall be managed by one Manager chosen in the manner prescribed by the Company's Operating Agreement. The Manager may be, but is not required to be a Member of the Company. A Manager 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 Operating Agreement of the Company. The name and business address of the initial Manager of the Company until the first annual meeting of the Members, or until his successors are elected and qualified, are:

Mark L. Schiebler
Post Office Box 941651
Maitland, Florida 32794-1651

ARTICLE 6 NON-LIABILITY AND INDEMNIFICATION

A. Non-Liability. A Manager of this Company shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as a Manager, except for liability (i) for a breach of the Manager's duty of loyalty to the Company or its Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) for a transaction from which the Manager derived an improper personal benefit, or (iv) under §608.4229, Fla. Stat., (or any similar provision of any subsequent law enacted in Florida).

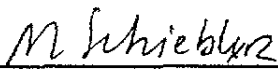
B. Indemnification. Each individual or entity who is or was a Manager of the Company (and the heirs, executor, personal representatives, administrators, successors or assigns of such individual or entity) who was or is made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Manager of the Company ("Indemnatee"), shall be indemnified and held harmless by the Company to the fullest extent permitted by applicable law, as the same exists or may hereafter be amended. In addition to the indemnification conferred in this Article, the Indemnatee shall also be entitled to have paid directly by the Company the expenses reasonably incurred in defending any such proceeding against such Indemnatee in advance of its final disposition, to the fullest extent authorized by applicable law, as the same exists or may hereafter be amended. The Company may, by action of the Manager, provide indemnification to such of the officers, employees and agents of the Company to such extent and to such effect as the Manager shall determine to be appropriate and authorized by applicable law. The rights and authority conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under

any statute, provision of the Articles of Organization or Operating Agreement of the Company, agreement, vote of Members or otherwise. Any repeal or amendment of this Article by the Members of the Company shall not adversely affect any right or protection of a Manager or officer existing at the time of such repeal or amendment.

ARTICLE 7
ADOPTION OF OPERATING AGREEMENT

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

IN WITNESS WHEREOF, the undersigned Member has executed these Articles of Organization as of this 31 day of December, 2003.



Mark L. Schiebler

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for EL-SCHIEB INNOVATIONS, LLC, in the foregoing Articles of Organization, I, Philip A. Diamond, on behalf of CFRA, LLC, a Florida limited liability company, hereby accept service of process for said limited liability company, and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of the position.

CFRA, LLC, A Florida limited liability company

A handwritten signature in black ink, appearing to read 'P. A. Diamond', written over a horizontal line.

Philip A. Diamond, Authorized Representative