

Nov. 30, 2005 12:22PM

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : GERALD WEINBERG, P.C.
Account Number : I20030000043
Phone : (800)342-9856
Fax Number : (800)354-3381

12/2/05

LIMITED LIABILITY COMPANY

BIOCELL NUTRACEUTICALS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$125.00

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05 NOV 30 AM 8:07

DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BIOCELL NUTRACEUTICALS, LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

ARTICLE II - Address:

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

Principal Office Address:

697 North Semoran Boulevard

Suite B

Orlando, FL 32807

Mailing Address:

c/o Capraro, Centofranchi, Kramer, Tidona, Enoch & Co. PC

110 Walt Whitman Road, Suite 205

Huntington Station, NY 11746

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Jerry Veneza

Name

9802 Tivoli Villa Drive

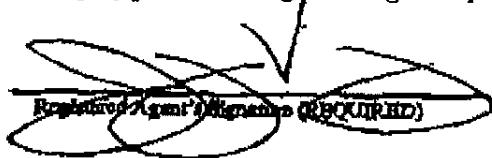
Florida street address (P.O. Box NOT acceptable)

Orlando

FL 32829

City, State, and Zip

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, F.S..


Registered Agent's Signature (Print Name)

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Oscar Ramjeet

5 Fox Run Lane

Lloyd Harbor, NY 11743

MGR

Joseph Kramer

60 Ohio Avenue

Massapequa, NY 11758

MGR

Dr. Titus Venessa

5622 Elizabeth Rose Square

Orlando, FL 32810

MGR

Jerry Veneza

9802 Tivoli Villa Drive

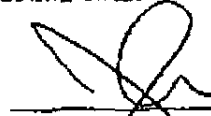
Orlando, FL 32829

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(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.)

Joseph M. Kramer

Typed or printed name of signer

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