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# LORIDA/FOREIGN LIMITED LIABILITY CO.

# IQ INSTRUMENTS, L.L.C.

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### ARTICLES OF ORGANIZATION OF IQ INSTRUMENTS, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act (the "Act") of the State of Florida pursuant to Chapter 608 of the Florida Statutes hereby makes, acknowledges, and files the following Articles of Organization providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

#### ARTICLE I NAME

The name of the limited liability company shall be IQ INSTRUMBNTS, L.L.C. (the "Company").

#### ARTICLE II **MEMBERS**

The Company shall have one or more members (the "Members").

#### ARTICLE III MAILING ADDRESS

The mailing address for the Company shall be 8208 NW 30th Terrace, Miami, Florida 33122.

#### ARTICLE IV INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is 8208 NW 30th Terrace, Miami, Florida 33122 and the name of the company's initial Registered Agent for service of process in the State of Florida, at that address is Alvare Ortega.

#### ARTICLE V **PURPOSES AND POWERS**

The Company, to the fullest extent permitted by the Act (in effect now and as hereafter amended), may engage in any activity or business permitted under the laws of the United States, any State, or any foreign country, and shall all the powers and rights granted and conferred upon limited liability companies by the laws of the State of Florida.

#### ARTICLE VI DURATION

The term and duration of the Company shall be perpetual, unless terminated in accordance with the Operating Agreement of the Company or otherwise terminated in accordance with law.

#### ARTICLE VII CONTINUATION AFTER INVOLUNTARY TERMINATION

The business of the Company may be continued after the death, bankruptcy, insanity, expulsion, withdrawal or dissolution of a Member of the Company, or after the occurrence of any other event causing the involuntary dissolution

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of the Company if, within ninety (90) days after such event, the remaining or surviving Members of the Company unanimously elect to continue the business of the Company.

#### ARTICLE VIII STREET ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of the Company shall be located at 8208 NW 30th Terrace, Miami, Florida 33122, but it shall have the power and authority to establish branch offices at any other place or places as the Members may designate.  $\sigma$ 

#### ARTICLE IX MEMBERSHIP RESTRICTIONS

Additional Members may be admitted to the Company only upon the unanimous consent of all existing Members of the Company. Contributions required of new Members shall be determined as of their time of admission to the Company. A Member's interest in the Company shall be considered personal property, notwithstanding the actual nature of the assets owned by the Company, and may not be sold or otherwise transferred except with the unanimous written consent of all Members.

#### ARTICLE X MANAGEMENT

All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed by one or more Managers. Accordingly, the Company is a Manager-managed limited liability company. The name of the initial Manager is Alvaro Ortega and his business address is 8208 NW 30th Terrace, Miami, Florida 33122

#### ARTICLE XI EXECUTION & ORGANIZER

The person signing these articles is Alvaro Ortega and his mailing address is 8208 NW 30th Terrate, Miami, Florida 33122. The undersigned initial organizer hereby certifies that the foregoing constitutes the Articles of Organization of IQ Instruments, L.L.C.

Dated this ZZ day of February, 2007.

lvaro Ortega Organizer

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STATE OF FLORIDA COUNTY OF MIAMI DADE ) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Alvaro Ortega, known to me and known by me to be the person, who, as organizer, acknowledged before me that he executed the foregoing Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official scal, in the State and County aforesaid, this \_\_\_\_\_\_ day of February, 2007.

NOTARY PUBLIC State of Florida Printed Name of Notary Public

My Commission Expires:

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#### REGISTERED AGENT STATEMENT OF ACCEPTANCE

Having been named as Registered Agent to accept service of process in the State of Florida for IQ INSTRUMBNTS, L.L.C., (the "Company") at the address designated on the Articles of Organization of the Company, pursuant to the requirements of Section 608.415, Florida Statutes, the undersigned Registered Agent hereby accepts the appointment as Registered Agent of the Company and agrees to act in that capacity. The undersigned Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and is familiar with and accepts the obligations of the said position.

Dated this 2 day of February, 2007.

REGISTERED ACENT IQ INSTRUMENTS, L.L.C.

Alvaro Ortega 8208 NW 30th Tetrace Miami, Florida 33122

SWORN TO AND SUBSCRIBED before me by Alvaro Ortega this February 2007; who is personally

known to me X or who has produced his driver's license as identification

NOTARY PUBLIC, State of Florid Printed Name of Notary Public

My Commission Expires: