

LD70000035273

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(City/State/Zip/Phone #)

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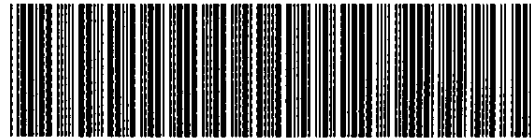
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TALLAHASSEE, FLORIDA

J. SAULSBERRY  
EXAMINER

OCT 24 2011

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Miami Instruments, LLC  
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jeffrey E. Lehrman, Esq.

Name of Person

Jeffrey E. Lehrman, Esq. P.C.

Firm/Company

2222 Ponce de Leon Blvd., Ste 200

Address

Coral Gables, FL 33134

City/State and Zip Code

tonyhart@miamiinstruments.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeffrey E. Lehrman, Esq.

Name of Person

at ( 305 )

460-4447

Area Code & Daytime Telephone Number

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Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☒ \$30.00 Filing Fee &  
Certificate of Status

☐ \$55.00 Filing Fee &  
Certified Copy  
(additional copy is enclosed)

☐ \$60.00 Filing Fee,  
Certificate of Status &  
Certified Copy  
(additional copy is enclosed)

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

Miami Instruments, LLC

(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 4/2/2007 and assigned  
Florida document number L07000035273

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This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

**Enter new principal offices address, if applicable:**

**(Principal office address MUST BE A STREET ADDRESS)**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Enter new mailing address, if applicable:**

**(Mailing address MAY BE A POST OFFICE BOX)**

Miami Instruments, LLC C/o Philip Anthony Hart  
3934 Irving Avenue  
Surfside, FL 33154

**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent:

\_\_\_\_\_

New Registered Office Address:

\_\_\_\_\_

*Enter Florida street address*

\_\_\_\_\_, Florida \_\_\_\_\_

City

Zip Code

**New Registered Agent's Signature, if changing Registered Agent:**

*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 relative 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. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

If Changing Registered Agent, Signature of New Registered Agent

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager  
MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGR	Jeffrey E. Lehrman, Esq.	2222 Ponce de Leon Blvd., Ste 200	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGR	BIOREP Technologies, Inc.	C/o Ramon E. Poo, President 2222 Ponce de Leon Blvd., Ste 200 Coral Gables, FL 33134	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
MGR	Philip Anthony Hart	2222 Ponce de Leon Blvd., Ste 200 Coral Gables, FL 33134	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
MGR	Joseph Lamelas	2222 Ponce de Leon Blvd., Ste 200 Coral Gables, FL 33134	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

See restated Articles of Organization attached.

Dated October 12, 2011

Signature of a member or authorized representative of a member

Jeffrey E. Lehrman, Esq.

Typed or printed name of signer

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**EXHIBIT 1**

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
MIAMI INSTRUMENTS LLC**

These Amended and Restated Articles of Organization (the "Articles") of Miami Instruments, LLC (the "Company") are being executed by the undersigned for the purpose of amending and restating the Company's current Articles of Organization ("Original Articles"), originally filed on April 2, 2007, pursuant to the requirements of Section 608.411 of the Florida Limited Liability Company Act ("FLLCA").

**ARTICLE 1  
NAME**

The name of the Company is Miami Instruments LLC.

**ARTICLE 2  
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Company in Florida is 222 Ponce De Leon Blvd, Suite 200, Coral Gables, Florida 33134, in the County of Miami-Dade. The Company's registered agent shall be Jeffrey E. Lehrman, Esq. at 2222 Ponce de Leon Blvd. Suite 200 Coral Gables, FL 33134, with such agent's business office being the same as the Company's registered office.

*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.*

  
\_\_\_\_\_  
Signature of Registered Agent

**ARTICLE 3  
MANAGEMENT**

The Company shall be managed by or under the direction of the Board of Managers of the Company as set forth in the operating agreement of the Company, as amended from time to time.

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**ARTICLE 4**  
**PURPOSE AND POWERS**

The Company is organized with a general business purpose, has all powers provided by law and may use those powers for any lawful purpose.

**ARTICLE 5**  
**DURATION**

The duration of the Company shall be perpetual.

**ARTICLE 6**  
**MEMBERS**

The Members shall have such rights, duties and privileges as set forth in the operating agreement of the Company and such other policies and procedures as the Board of Managers may establish from time to time.

**ARTICLE 7**  
**LIMITED LIABILITY**

Consistent with the FLLCA, no person who serves as a volunteer, member, manager or agent of the Company shall in any way be: (1) personally or individually liable or responsible for any acts, debts, liabilities or obligations incurred by, or on behalf of, or imposed upon, the Company; or (2) civilly liable for any act or omission by that person if the act or omission was (a) in good faith; (b) within the scope of the person's responsibilities as a volunteer, member, manager or agent of the Company; and (c) not willful or reckless misconduct.

**ARTICLE 8**  
**RELATIONSHIP OF ARTICLES OF ORGANIZATION TO**  
**OPERATING AGREEMENT**

If a provision of these Articles differs from a provision of the Company's operating agreement, then, to the extent allowed by the FLLCA, the operating agreement will govern.

**ARTICLE 9**  
**CUMULATIVE VOTING PROHIBITION**

Members shall have no rights of cumulative voting, regardless of whether the FLLCA or other laws provide for such rights in the future.


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**ARTICLE 10**  
**INDEMNIFICATION**

To the fullest extent permitted by the FLLCA, as the same exists or may hereafter be amended, the Company shall indemnify its officers, directors, employees and agents.

IN WITNESS WHEREOF, the undersigned, as the Manager, CEO and Chairman of the Company, has caused these Articles to be duly executed this 13<sup>th</sup> day of September, 2011.

By: \_\_\_\_\_

  
Joseph Lamelas  
Manager, CEO and Chairman

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