

H1000080261

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000175226 3))



H100001752263ABCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)617-6383

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

RECEIVED

10 AUG -3 PM 3:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
BIOFLORAL FLORIDA LLC

Certificate of Status	0
Certified Copy	0
Page Count	5
Estimated Charge	\$25.00

S. HAWKES

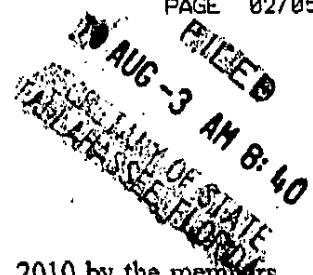
AUG 4 - 2010

EXAMINER

Electronic Filing Menu

Corporate Filing Menu

Help



## AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted August 3, 2010 by the members pursuant to section 608.411, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

### Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: BioFloral Florida LLC

Old Name:

### Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on July 30, 2010.

### Article III. Address

The Company's street and mailing address is:

BioFloral Florida LLC  
751 Pine Drive, #206  
Pompano Beach FL 33060

### Article IV. Registered Agent

The name and street address of the Company's registered agent is:

Allen H. Libow, Esq.  
3351 NW Boca Raton Boulevard  
Boca Raton FL 33486 UNITED STATES

Udolf & Libow LLP  
3351 NW Boca Raton Boulevard  
Boca Raton FL 33486  
561-843-0867

#### Article V. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

#### Article VI. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

#### Article VII. Management

This will be a manager-managed company. The name and address of each manager is:  
STEVE DAMBROSIO  
751 Pine Drive, #206 Pompano Beach FL 33060

FILED  
10 AUG -3 AM 8:40  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Udoff & Libow LLP  
3351 NW Boca Raton Boulevard  
Boca Raton FL 33486  
561-843-0867

Article VIII. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

BioFloral Florida LLC

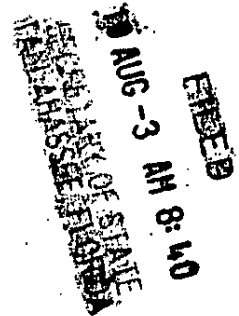
By: 

by Diana Urrego as attorney-in-fact

Name: Steve Dambrosio

Title: Manager

Date: August 3, 2010



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:

BioFloral Florida LLC

REGISTERED AGENT/OFFICE:

Allen H. Libow, Esq.  
3351 NW Boca Raton Boulevard  
Boca Raton FL 33486

Udolf & Libow LLP  
3351 NW Boca Raton Boulevard  
Boca Raton FL 33486  
561-843-0867

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
ALLEN H. LIBOW ESQ.  
by Diana Urrego as attorney-in-fact

Date: August 3, 2010

FILED  
AUG -3 AM 8:40  
CLERK OF STATE  
TALLAHASSEE FLORIDA

Udolf & Libow LLP  
3351 NW Boca Raton Boulevard  
Boca Raton FL 33486  
561-843-0867