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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALLY
EXAMINER
MAR 25 2011

CommerceLawGroup

a professional limited company

Please respond to:

P.O. Box 357247
Gainesville, FL 32635

March 14, 2011

Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
(850) 245-6051

re: Nuovo Biologics R & D, LLC, a Florida limited liability company

To whom it may concern:

On behalf of the above-referenced entity, please find enclosed the following document(s) for immediate filing:

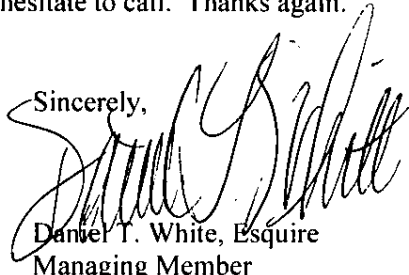
- o *Articles of Organization*
- o *Letter Authorizing Use of Name*

Please also find enclosed a check made payable to the Florida Department of State in the amount of \$155.00 representing the applicable filing fees (Articles of Organization - \$100.00; Registered Agent Fee -- \$25.00; and, Certified Copy of Record -- \$30.00).

For your convenience, we have enclosed a photocopy of this filing for your use in providing our request for a certified copy. Please return the certified copy to me at the mailing address listed above.

Should you have any questions, please do not hesitate to call. Thanks again.

Sincerely,



Daniel T. White, Esquire
Managing Member

Encls.



Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Nuovo Biologics R & D, LLC (the "Company")

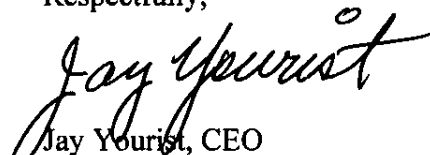
To whom it may concern:

To the extent that the Company's name is otherwise prohibitively similar to that of its parent entity which currently appears within your records, this letter intends to serve as authorization of the Company's use of the name "Nuovo Biologics R & D, LLC" for purposes of filing the Company's articles of organization under such name within your records. In this regard, please note that Nuovo Biologics, LLC, a Florida limited liability company (having been assigned your internal Document No. L10000052872) is the Company's parent entity responsible for the Company's organization, and its sole manager and member.

Therefore, with this letter, you are hereby authorized to file the Company's articles of organization under the name first appearing above.

Should you have questions, please contact me. We thank you for your assistance.

Respectfully,


Jay Yourist, CEO
Nuovo Biologics, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Organization

of

Nuovo Biologics R & D, LLC

ARTICLE I: NAME

The name of this limited liability company shall be Nuovo Biologics R & D, LLC (the "Company").

ARTICLE II: MAILING AND STREET ADDRESS

This Company's principal office location and its mailing address shall be 10650 S.W. 137th St., Miami, FL 33176.

ARTICLE III: INITIAL REGISTERED OFFICE AND AGENT

Unless and until changed (whether by filing of amendment or other administrative report), the initial registered office of this Company shall be 10650 S.W. 137th St., Miami, FL 33176, and this Company's initial registered agent at that address shall be Jay Yourist.

ARTICLE IV: DURATION OF COMPANY'S EXISTENCE

This Company shall have perpetual existence.

ARTICLE V: PURPOSE AND POWERS

This Company may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation in which the Company chooses to engage in business activities.

**ARTICLE VI: MANAGEMENT OF COMPANY; AUTHORITY TO ACT
ON BEHALF OF COMPANY**

A. This Company shall operate and exist as a manager-managed company for all purposes under the Florida Limited Liability Company Act, as amended (the "Act"), unless and until changed through an amendment to this Company's articles of organization (the "Articles"). As such, management of this Company's activities and affairs shall be conducted by, and vested in, one or more managers in accordance with the applicable provisions set forth in these Articles below or this Company's operating agreement, if any.

B. Accordingly, no member of this Company, solely by reason or status of being such a member, shall have (1) any right, power or authority whatsoever (whether actual, apparent or implied) to act on this Company's behalf or to be an agent of this Company for any purpose of its business or (2) any vested right or entitlement to be elected, appointed or designated as a manager, officer or other legal representative of this Company.

**ARTICLE VII: ADDITIONAL MEMBERS; TRANSFER OR ASSIGNMENT OF INTEREST;
NO MEMBER RIGHTS OR POWERS WITHOUT FORMAL ADMISSION**

A. No person shall be admitted as a member of or to this Company unless and until formally admitted pursuant to the affirmative action or written consent of no less than a "Majority-in-interest of the members" (as defined by the Act), unless otherwise set forth to the contrary within this Company's operating agreement, if any, and then in all instances only pursuant to strict compliance with any other applicable term or condition governing member admission that may be set forth either herein or therein.

B. No transferee, assignee, holder, successor or assign of or to any interest in this Company or any of this Company's issued and outstanding securities shall have any automatic or vested right, privilege or other entitlement of membership to this Company (or to cause this Company or any of its managers or members to vote or consent to admit) such person into this Company's membership prior to such formal admission.

C. Without having been formally admitted as a member of this Company, no transferee, assignee, holder, successor or assign of or to any interest in this Company or any of its issued and outstanding securities shall have or possess any right, power, authority, privilege or entitlement:

(i) to exercise any right, entitlement or power of or as a member of this Company (including without limitation the valid exercise of any right or power to elect one or more managers or to vote on any matter concerning any aspect of this Company's business or affairs) or, if applicable, to otherwise participate in the management of this Company's business and affairs; or

(ii) to act as a proxy or representative of a holder of any interest in this Company or any of its issued and outstanding securities or to grant or appoint to any other person (including any member of this Company), any proxy to vote or otherwise act on behalf of, or with respect to, any such interest or securities. Any

attempt to grant or act as a proxy or representative of any interest in the Company (or holder thereof) in violation of these Articles or this Company's operating agreement, if any, shall be deemed void *ab initio* and without force or effect.

D. Prior to the dissolution and winding-up of this Company, no interest in this Company or any of its issued and outstanding securities shall be transferable or assignable, in whole or in part, directly or indirectly, voluntarily or involuntarily, whether by any member or other holder of any such interest or securities, except as may be set forth in these Articles or this Company's operating agreement, if any. Any attempt to transfer or assign any interest in this Company in violation of the Articles or this Company's operating agreement, if any, shall be deemed void *ab initio* and without force or effect.

ARTICLE VIII: GOVERNING DOCUMENTS

A. These Articles may only be amended pursuant to the applicable provisions as may be set forth in these Articles or this Company's operating agreement, if any, and all amendments, alterations, revisions, restatements or repeals to these Articles shall be in writing. In the absence of any applicable provision to the contrary set forth in this Company's operating agreement, if any, these Articles shall be amended upon the unanimous affirmative action or written consent of this Company's members.

B. All provisions (including any and all amendments, alterations, revisions, restatements or repeals) of this Company's operating agreement, if any, shall be consistent with these Articles and shall be in writing.

ARTICLE IX: SEVERABILITY

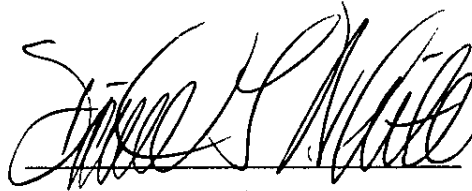
In the event all or any portion of any provision of these Articles is deemed to be unenforceable, the remainder of that or all other provisions shall not be affected thereby and each remaining provision shall be valid and enforceable to the fullest extent permitted by law.

ARTICLE X: INITIAL MANAGER AND MEMBER

This Company's initial manager and its initial member shall be Nuovo Biologics, LLC, a Florida limited liability company.

* * * * *

Dated: March 12, 2011.

A handwritten signature in black ink, appearing to read "Daniel T. White", written over a horizontal line.

Daniel T. White, Esq.

Authorized Representative of
the Initial Member

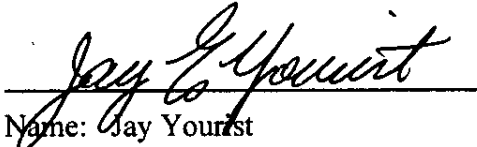
CERTIFICATE OF REGISTERED AGENT

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, Nuovo Biologics R & D, LLC, a limited liability company organized under the laws of the State of Florida, hereby submits the following statement to designate its initial registered office and agent in the State of Florida:

Registered agent: Jay Yourist

Registered office: 10650 S.W. 137th St. Miami, FL 33176

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.


Name: Jay Yourist

Dated: March 12, 2011