

**L11000045937**

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.**

(((H11000099616 3)))



H110000996163ABCO

*SEE  
CORRECTION  
remove  
"S"*

**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

Michelle Narea-Popu

From:

Account Name : GREENSPOON MARDER, P.A.  
Account Number : 076064003722  
Phone : (888) 491-1120  
Fax Number : (954) 343-6962

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

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

**FILED**  
11 APR 15 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*Note:*

**FLORIDA LIMITED LIABILITY CO.  
SCIMERA BIOSCIENCE, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

*please honor  
today's file  
date 4/15/11*

**RECEIVED**

**11 APR 18 AM 11:52**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Electronic Filing Menu

Corporate Filing Menu

Help

**APR 19 2011**

**D. BRUCE**

**EXAMINER**

(((H11000099616 3)))

**ARTICLES OF ORGANIZATION  
OF  
SCIMERA BIOSCIENCE , LLC**

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. NAME

The name of the Company is: SCIMERA BIOSCIENCE,

2. PERIOD OF DURATION

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. PURPOSE

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. MAILING AND STREET ADDRESS OF COMPANY

The mailing and street address of the place of business in Florida for the Company is 4967 SW 75<sup>th</sup> Avenue, Miami, Florida 33155.

(((H11000099616 3)))

FILED  
11 APR 15 AM 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(((H11000099616 3)))

5. REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent in Florida for the Company is Alan B. Cohn, 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309.

6. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

7. CONTINUITY OF BUSINESS

Upon death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company may be continued with the consent of a majority interest of the remaining members of the Company.

(((H11000099616 3)))

FILED  
1 APR 15 AM 5:25  
CLERK OF CIRCUIT COURT  
HALL COUNTY, FLORIDA

(((H11000099616 5)))

8. MANAGEMENT

The Company is to be managed by Managers. The name and address of such Manager(s) who are to serve as Manager(s) until the first annual meeting of members or until their successors are elected and qualified are:

Frederick Chaleff 4967 SW 75<sup>th</sup> Avenue, Miami, Florida 33155

Joseph Rousseau 4967 SW 75<sup>th</sup> Avenue, Miami, Florida 33155

9. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

(((H11000099616 3)))

FILED  
11 APR 15 AM 8:26  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

(((H11000099616 3)))

10. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

11. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

12. REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of a majority in interest of the members of the Company, attendance at a meeting of the members duly called at which a quorum exists, or written consent of the members of the Company.

13. AUTHORIZED REPRESENTATIVE

The name and address of the Authorized Representative signing these Articles is Alan B. Cohn, 100 West Cypress Creek Road, Suite 700, Ft. Lauderdale, Florida 33309.

IN WITNESS WHEREOF, the undersigned as Authorized Representative has executed these Articles of Organization this 15 day of April 2011.

  
\_\_\_\_\_  
Alan B. Cohn

(((H11000099616 3)))

FILED

11 APR 25 AM 8:26  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

(((H11000099616 3)))

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

**SCIMERA BIOSCIENCE, LLC**

2. The name and address of the registered agent and office is:

Alan B. Cohn  
100 West Cypress Creek Road, Suite 700  
Ft. Lauderdale, Florida 33309

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.

  
\_\_\_\_\_  
Alan B. Cohn

Dated: April 14, 2011

**FILED**  
**11 APR 15 AM 8:26**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(((H11000099616 3)))