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TALLAHASSEE, FLORIDA

LAW OFFICES
RYAN & RYAN, LLC
THIRD FLOOR
700 EAST DANIA BEACH BOULEVARD
DANIA BEACH, FLORIDA 33004-3090

ARCHIE J. RYAN III
TIMOTHY M. RYAN
CHRISTOPHER J. RYAN*
VICTORIA J. PAPPAS
**Board Certified City
County and Local
Government Lawyer*

TELEPHONE 954.920.2921
FACSIMILE 954.921.1247

November 11, 2011

VIA FEDERAL EXPRESS

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

Re: Articles of Organization
NANOSPRAY, LLC
Our File Number: 22403C

Greetings:

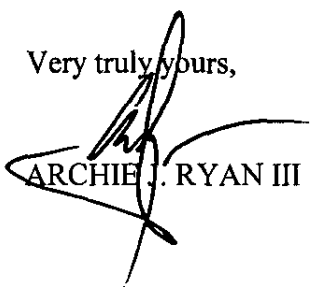
Enclosed please find the original Articles of Organization and Certificate Designating Registered Agent for the above-named company which we request you file in your official file, along with a copy of the Articles of Organization and Certificate Designating Registered Agent which we request you certify and return to our office.

Also enclosed is our Trust Account Check Number 17333, payable to Florida Department of State in the sum of \$160.00, to cover the following items:

Filing Fees	\$100.00
Certified Copy	\$ 30.00
Registered Agent Designation	\$ 25.00
Certificate of Status	\$ <u>5.00</u>
Total:	<u>\$160.00</u>

Thank you for your assistance in this matter.

Very truly yours,


ARCHIE J. RYAN III

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**ARTICLES OF ORGANIZATION
OF
NANOSPRAY, LLC, a Florida limited liability company**

The undersigned certifies that I am filing these Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME & PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **NANOSPRAY, LLC**, and its principal office shall be located at 1301 West Copans Road - Building E, Suites 1-6, in the City of Pompano Beach, County of Broward, State of Florida, 33431 but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, associates, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is

authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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ARTICLE III
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction, of the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV
MANAGEMENT

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve as manager until the first annual meeting of members or until his successor is elected and qualified is as follows:

NAME
JOHN McCART

ADDRESS
1301 West Copans Road - Building E,
Suites 1-6, Pompano Beach, FL 33061

ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Five Hundred and 00/100 (\$500.00) Dollars cash shall be paid to the limited liability company by the member. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII
PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows: (set forth percentages alongside name of each member)

<u>NAME</u>	<u>PERCENTAGE</u>
JOHN McCART	100%

The distributed share of the profits shall be determined and paid to the members periodically as determined by a majority vote of the members.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares .

ARTICLE VIII
DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1301 West

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Copans Road - Building E, Suites 1-6, in the City of Pompano Beach, County of Broward, State of Florida, 33431 and the name of the company's initial registered agent at that address is JOHN McCART

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of NANOSPRAY, LLC.

EXECUTED by the undersigned at Dania Beach, Broward County, Florida, on November 11, 2011.


JOHN McCART

STATE OF FLORIDA

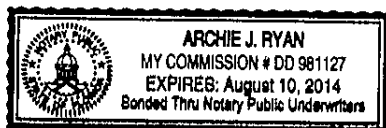
COUNTY OF BROWARD

PERSONALLY APPEARED before me, the undersigned authority, JOHN McCART, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at City of Dania Beach, Broward County, Florida, this 11th day of November, 2011.


Notary Public

My Commission Expires:



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STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agency Upon Whom Process May be Served and Name and Address of the Member and Manager.

The following is submitted, in compliance with Chapter 48-091, Florida Statute

NANOSPRAY, LLC

a limited liability company (or organizing) under the laws of the State of Florida, with its principal office at 1301 West Copans Road - Building E, Suites 1-6, in the City of Pompano Beach, County of Broward, State of Florida, 33431 has named JOHN McCART, as its agent to accept service of process within this state.

MEMBER:

NAME

SPECIFIC ADDRESS

JOHN McCART

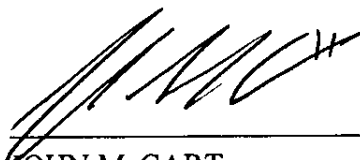
1301 West Copans Road - Building E,
Suites 1-6, Pompano Beach, FL 33431

MANAGER:

JOHN McCART

1301 West Copans Road - Building E,
Suites 1-6, Pompano Beach, FL 33431

Dated this 11th day of November, 2011.

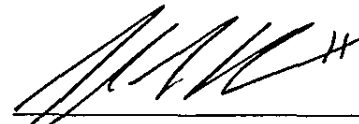

JOHN McCART

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ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other individuals of said limited liability company authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



JOHN McCART
Registered Agent

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