

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-341-8086

L9400000569

94 OCT 24 AM 10:13

DIVISION OF CORPORATION

CSC networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 475672 5312A

AUTHORIZATION :

COST LIMIT : ~~\$ 200~~ *Patricia Pigitt* 293.75

ORDER DATE : October 24, 1994

ORDER TIME : 8:48 AM

900273806009

ORDER NO. : 475672

CUSTOMER NO: 5312A

200001307862

CUSTOMER: Randolph J. Wolfe, Esq
ANNIS MITCHELL COCKEY
EDWARDS & ROEHN, P.A.
201 North Franklin
Suite 2100
Tampa, FL 33602

DOMESTIC FILING

L9400000569

NAME: ROMARK LABORATORIES, L.C.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

Th
10-24-94
P01

FILED
1994 OCT 24 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
ROMARK LABORATORIES, L.C.

FILED
1994 OCT 24 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name. The name of this limited liability company is ROMARK LABORATORIES, L.C., a Florida limited liability company (the "Company").

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of fifty (50) years from the date of filing or the occurrence of any of the events specified in the Regulations and Operating Agreement or Florida Statutes, Section 608.441, unless continued by the unanimous consent of all of the remaining members.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Business. The mailing and street address of the Company's place of business in the State of Florida is 3024 Emerson Street, Tampa, Florida 33629.

5. Registered Agent and Office. The name of the initial registered agent of the Company is Marc S. Ayers. The street address of the initial registered agent of the Company is 3024 Emerson Street, Tampa, Florida 33629.

6. Additional Members. Additional members to the Company may be admitted from time to time in the discretion of the managers of the Company at the time admission is sought.

7. Termination of Membership. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

8. Management of the Company. The management of the Company shall be vested in the managers of the Company. The Company shall be managed in accordance with the Regulations and Operating Agreement adopted by all of the initial members. The names and addresses of the initial managers are:

Jean-Francois Rossignol
3024 Emerson Street
Tampa, Florida 33629

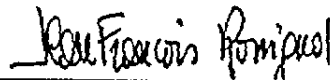
Marc S. Ayers
3024 Emerson Street
Tampa, Florida 33629

9. Regulations. The managers shall have the power to adopt, alter, amend, or repeal the Regulations and Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

10. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the written agreement of members owning a majority of the Units evidencing the members' interests in the Company. If the non-transferring members owning a majority of the Units do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

11. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.

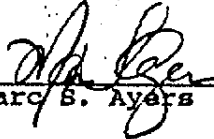
The undersigned executed these Articles of Organization effective as of the 18th day of October, 1994.



Jean-Francois Rossignol, Member

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, I hereby agree to act in this capacity, acknowledge that I am familiar with and accept the obligations of that position, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Marc S. Ayers

Dated: 10/18/94

4811-001-0236904.01

FILED
1994 OCT 24 AM 11: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF LIMITED LIABILITY COMPANY
PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)**

FILED
1994 OCT 24 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, **Jean-Francois Rossignol**, constituting one of the initial managers and a member of **ROMARK LABORATORIES, L.C.**, a Florida limited liability company, hereinafter referred to as the "Company", who, upon being sworn, certify as follows:

1. The Company has at least two (2) members.
2. The members of the Company have contributed a total of \$2.00 of cash to the Company.
3. No property other than the cash identified in numbers 2 and 4 hereof will be contributed.
4. It is anticipated that \$2,000,000.00 in cash will be contributed in the future by the members to the Company. This results in a total of \$2,000,002.00 in cash contributed to the Company and no property.

Executed this 18th day of October, 1994.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief. (In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Member and Initial Manager:
Jean-Francois Rossignol
JEAN-FRANCOIS ROSSIGNOL

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this _____ day of _____, 1994, by **Jean-Francois Rossignol**, as a member and initial manager of **ROMARK LABORATORIES, L.C.**, on behalf of the Company, who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

Name: _____

Serial #: _____

My Commission Expires: _____