

# L95000000861

CRYSTAL CARE INTERNATIONAL, INC.  
1919 VANDERVORT ROAD  
LUTZ, FLORIDA 33549

November 1, 1995

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
409 E. GAINES STREET  
TALLAHASSEE, FL 32399

8000001631008  
-11/07/95--01072--003  
\*\*\*\*337.50 \*\*\*\*337.50

Dear Madam or Sir:

Enclosed please find the application for Certificate of Organization for **Crystal Ear® NAFTA, L.C.** Further, please find enclosed a check in the amount of \$337.50 for the application fee and for the following fees:

Certified Copy	\$52.50
Filing Fee	\$250.00
Registered Agent Designation	\$35.00
Total Enclosed	<u>\$337.50</u>

Please send all information and documentation to the prescribed address for this company the following address:

CRYSTAL CARE INTERNATIONAL, INC.  
1919 VANDERVORT ROAD  
LUTZ, FLORIDA 33549

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 NOV - 7 AM 8:09

FILED

*813-70 phone  
for Michael in  
Lutz or surrounding area.  
James Anderson - Not published  
Stephen Dorsett  
813-961-3403  
813-573-1070  
813-265-1070*

*we can't file the symbol (R)*

B. REGISTER NOV 8 1995

Sincerely,

Michael W. Nehr

*789,524,671  
W95-22228*

APPLICATION FOR  
ARTICLES OF ORGANIZATION  
OF  
CRYSTAL EAR® NAFTA, L.C.

A FLORIDA LIMITED LIABILITY COMPANY

**FILED**  
95 NOV -7 AM 8:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby associates with other members together for the purpose of forming a company for profit under the Laws of the State of Florida provided for the formation, liability, rights, privileges and the immunities of a limited liability company.

**ARTICLE I**

The name and address of the company is:

CRYSTAL EAR® NAFTA, L.C.  
1919 VANDERVORT ROAD  
LUTZ, FLORIDA 33549

**ARTICLE II**

**PURPOSE**

The general nature of the business to be transacted, conducted and engaged in shall be as follows:

A. To sell and exploit that product known as Crystal Ear® under license from Crystal Care International, Inc. in the NAFTA markets of United States, Canada and Mexico,

B. To own, acquire, buy and sell, deal in, and lease, hold or improve real estate and fixtures and personal property, and with that end in view to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments or any interest therein, and to subdivide and improve the same, to act as a contractor, builder, developer and generally to hold, manage and deal with and improve the property of the company; to carry on a general real estate development and construction business for others in the, purchase or sale and the management of real estate and negotiations or loans thereon; to act as agent for insurance companies in soliciting and receiving applications for hire, casualty, plate glass, elevator, accident, health, rent, burglary, boiler, marine and life insurance and all other kinds of insurance. The collection of premiums and doing other such business as may be delegated to agents by such companies, and to construct a general insurance agency and insurance brokerage agency;

C. To acquire by purchase subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, mortgage, transfer, pledge or otherwise dispose of any shares of capital stock, script or any voting trust certificate in respect of the shares of the capital stocks of, or any bonds, mortgages, securities or evidences of indebtedness issued or created by any other corporation, joint stock company or association, public or private, or the Government of the United States of America, or any foreign government, or any State, Territory, Municipality or other political subdivision, or any governmental agency; and to issue in exchange therefore in the matter permitted by law shares of the membership interests, bonds, or other obligations of the company; and while the owner or holder of such shares of stock, bonds, script, mortgages or other securities, or other evidences of indebtedness, to use and exercise in respect thereof any and all rights, powers or privileges of ownership including the right to vote therein;

D. To enter into and make and perform and carry out contracts of any kind and description made for any lawful purposes, without limit to the amount, with any person, firm, association or corporation, either public or private, or with any territory, government or agency thereof.

E. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue any bonds, debentures, promissory notes and other evidences of indebtedness and for the purpose of the securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time owned or held by this Company, upon such terms and conditions as the Chief Managers shall authorize, and as may be permitted by law.

F. Elect or appoint managers and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit,

G. To purchase or otherwise acquire the whole, or any part of, the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business;

H. To manufacture, buy or otherwise acquire, own, mortgage, sell, assign, transfer, or otherwise dispose of, or deal or trade in, and with, goods, wares, and merchandise and articles of commerce;

I. To organize, incorporate, and reorganize subsidiary companies, corporations and joint stock companies, partnerships and associations for any purpose permitted by law;

J. To apply for, obtain, purchase, lease or otherwise acquire any concessions, licensure, rights, options, patents, privileges, patent rights and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, or any right, option or contract, in relation thereto, and to perform, carry out and fulfill the terms and conditions thereof, and to develop, maintain, lease, sell, transfer, dispose of, and otherwise deal with the same;

K. To construct all or part of its operations and business without restriction or limit to the amount in the State of Florida, or in any or all states, territories, districts, colonies and dependencies of the United States of America, and in any and all foreign countries, and acquire ( By purchase, exchange or lease, hire or otherwise) own, hold, develop, operate, lease, sell assign, transfer, exchange, mortgage, pledge or otherwise dispose of, or to turn account, and convey real and personal property of every kind and nature and rights and privileges therein, in the State of Florida, and in any and all other States, Territories, districts, colonies and dependencies of the United States of America, and any or all foreign countries;

L. To carry out all, or part of, the foregoing objects as promoter, principal, agent, broker, contractor, or otherwise, either alone or in connection with any firm, partnership, association or corporation, and generally to have all powers necessary, needful or desirable, for the full and complete exercise and right to act as principal agent, broker, purchaser, in any form in the acquisition, disposition, encumbrances, reorganizations, or sale of property, real or personal;

M. To do all and everything that is necessary and for the proper accomplishment of the objects enumerated in this certificate of organization, or any amendment thereof, or necessary or incidental to the attainment of the purpose of the company whether such business is similar in nature to the objects set forth in the certificate of organization of such company, or any amendme. thereof;

N. Make and amend its regulations, not inconsistent with this articles of organization or with the laws of the state of Florida, for the administration and regulation of the company,

O. Indemnify a member or manager or any other person as provided in this articles of organization and regulations against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party,

P. Cease its activity and surrender its certificate of organization,

Q. Pay pensions and establish pension plans, pension trusts, profit sharing plans, and other incentive plans for all of its managers and employees,

R. To sue or be sued, or complain or defend, in its name.

S. It is the intention that purposes, objects and powers specified in each of the paragraphs of this Article II of the certificate of organization shall, except as otherwise expressly provided, be limited and is otherwise restricted by reference to or reference from, the terms of any other clause or paragraph of this Article of this certificate of organization.

### **ARTICLE III**

#### **PERIOD OF EXISTENCE**

The company shall have duration of TEN years.

### **ARTICLE IV**

#### **MANAGEMENT**

Crystal Ear® NAFTA, L.C. is to be managed by the Chief Managers in accordance with the Operating Agreement. The Chief Managers who are to serve for the Limited Liability Company are as follows:

Chief Executive Manager - Michael W. Nehr  
1919 Vandervort Road  
Lutz, FL 33549

Chief Operating Manager - James M. Anderson  
2928 Star Apple Court  
Palm Harbor, FL 34684

Chief Financial Manager - Stephen M. Dorsett  
4955 Cypress Trace Drive  
Tampa, FL 33624

### **ARTICLE V**

#### **ADMISSION OF ADDITIONAL MEMBERS**

Additional members shall be allowed to be admitted in accordance with the terms and conditions of the Operating Agreement for Crystal Ear® NAFTA, L.C. however, such subsequent Members admitted to the company shall not :

(1) be permitted to take part in the control of the business or affairs of the company, or

(2) have any voice in the management or operation of any company business or property (except as otherwise provided in the Operating Agreement or by applicable law), or

(3) have the authority or power in his capacity as a additional member to act as agent for or on behalf of the Company or any other Member, or

(4) do any act which would be binding on the company or any other member, or

- (5) incur any expenditures on behalf of or with respect to the company.

Such additional members may be granted the aforementioned participation rights should any one of the following occur:

- (1) such member shall be unanimously elected as a Chief Manager by the Charter Members voting in a duly constituted meeting of such, or
- (2) such member becomes a Charter Member by assignment of the original Charter Members Interest in accordance with the terms and conditions of this Operating Agreement, or
- (3) all members unanimously agree to such participation by voting in a duly constituted meeting of such.

## ARTICLE VI

### MEMBERS RIGHTS TO CONTINUE BUSINESS

Upon the death, retirement, expulsion, bankruptcy, dissolution of a Member or occurrences of any other event which terminates the continued Membership of a Member in the Company, the business of the Company may be continued by consent of all the remaining Members and there are at least two remaining Members.

## ARTICLE VII

### AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

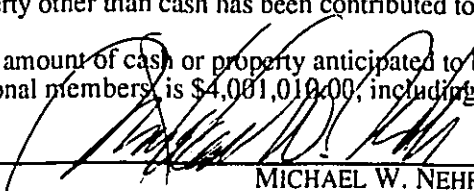
The undersigned authorized representative, for the purposes of execution of this article of organization, of all Charter members of Crystal Ear® NAFTA, L.C. deposes and says:


- 1) The above named limited liability company has at least two members.
- 2) The total amount of cash contributed by the Charter members is as follows

<u>Member</u>	<u>Units Owned</u>	<u>Contribution</u>
Crystal Care International, Inc.	3920	\$1,000
A. Leeland Dorsett	80	\$10
<b>Total</b>	<u>4,000</u>	<u>\$1,010</u>

and each member first above shall be deemed Charter Members for purposes of this article of organization and Operating Agreement.

- 3) No property other than cash has been contributed to the limited liability company.
- 4) The total amount of cash or property anticipated to be contributed by all members, including additional members, is \$4,001,010.00, including amount from 2) and 3) above.

  
\_\_\_\_\_  
MICHAEL W. NEHR  
AUTHORIZED REPRESENTATIVE OF CRYSTAL CARE INTERNATIONAL, INC.

  
\_\_\_\_\_  
STEPHEN M DORSETT  
ATTORNEY-IN-FACT OF A. LEELAND DORSETT

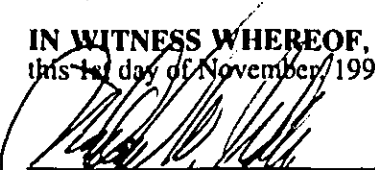
ARTICLE VIII

AMENDMENT

This company reserves the right to amend or repeal any provision contained in these articles of organization, or any amendment hereto, or any right conferred upon by members is subject to this reservation.

Notwithstanding, the members reserve the right by unanimous vote, and the Chief Managers have no right, to amend these articles of organization.

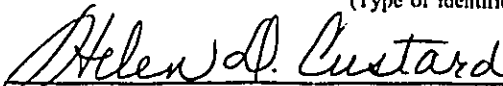
IN WITNESS WHEREOF, the parties hereto have hereunto set forth their hands and seals on this 1st day of November 1995.

  
Michael W. Nehr  
1919 Vandervort Road  
Lutz, Florida 33549

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Subscribed and sworn to (or affirmed) before me this 3 day of NOVEMBER, 1995  
by MICHAEL M. NEHR, who is/are personally known to me or has/have  
produced FLORIDA DRIVERS LICENSE as identification.  
(Type of identification)

 Notary Public, Commission No. \_\_\_\_\_

(SEAL ABOVE) HELEN D. CUSTARD (NAME OF NOTARY TYPED,  
PRINTED OR STAMPED)

Title or Type of Document CORPORATE FILING  
Number of Pages 7 Date of Document 11/1/95  
Signer(s) Other than Named Above NONE



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT**

IN PURSUANCE OF CHAPTER 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

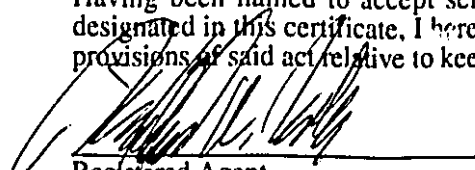
That a company desiring to organize under the Laws of the State of Florida, **Crystal Ear®  
NAFTA, L.C.** with its principal offices as indicated in the articles of organization as has named;

Michael W. Nehr  
1919 Vandervort Road  
Lutz, Florida 33549

as its registered agent and as its' agent to accept service of process in this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated company, at the place  
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the  
provisions of said act relative to keeping said office.

  
\_\_\_\_\_  
Registered Agent  
Michael W. Nehr

**FILED**  
95 NOV -7 AM 8:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA