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 NAME: SER-BIOTECH, L.C.

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STATE OF FLORIDA

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ARTICLES OF ORGANIZATION  
OF  
SER-BIOTECH, L.C.  
A FLORIDA LIMITED LIABILITY COMPANY

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WE, the undersigned, for the purpose of forming a limited liability company for profit pursuant to the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, do hereby make, subscribe, acknowledge and file the following Articles of Organization:

ARTICLE I  
NAME

The name of this limited liability company shall be: SER-BIOTECH, L.C.

ARTICLE II  
DURATION

This limited liability company shall have perpetual existence from the date of the filing of these Articles of Organization with the Florida Department of State, unless earlier terminated as allowed by law. from the date of the filing of these Articles of Organization with the Florida Department of State, unless earlier terminated as allowed by law.

ARTICLE III  
PURPOSE

This limited liability company shall have the authority to engage in any activity or business permitted under the laws of the United States and of the law of the State of Florida, and the law of any other jurisdiction wherein it may conduct business. This limited liability company may conduct business within or without the State of Florida anywhere in the world that it may so select.

ARTICLE IV  
ADDRESS

The street and mailing address of the initial principal office of this limited liability company in the State of Florida shall be:

6700 S.W. 130th Terrace  
Miami, FL 33156

The members of this limited liability company may, from time to time, move the principal office to any other address within or without the State of Florida to which it seems pertinent in the interest of the company with the consent of the members owning a majority of the ownership interest in the company.

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PREPARED BY:  
NORMAN LEOPOLD, Esquire  
LEOPOLD & LEOPOLD, P.A.  
28501 Biscayne Blvd., #501  
Aventura, FL 33180  
Florida Bar No. 163368  
(305) 935-3500

**ARTICLE V  
REGISTERED OFFICE AND AGENT**

The initial registered office of this limited liability company shall be:

815 N. Red Road  
Suite 400  
Miami, FL 33126

The initial registered agent shall be:

Lisa Gonzalez Ramos

The members of this limited liability company may, from time to time, move the registered office to any other address within or without the State of Florida to which it seems pertinent in the interest of the company with the consent of the members owning a majority of the ownership interest in the company.

**ARTICLE VI  
ADDITIONAL MEMBERS**

The members of this limited liability company may admit additional members only upon the consent of not less than fifty-one percent (51%) affirmative vote of the ownership interest of then existing members.

**ARTICLE VII  
CONTINUATION OF BUSINESS**

The remaining members of this limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any other member of this limited liability company, or upon the occurrence of any other event which would terminate the continued membership of a member in this limited liability company.

**ARTICLE VIII  
MEMBERS**

This limited liability company shall be managed by its members. The names and addresses of the initial members are as set forth in Article XI below.

**ARTICLE IX  
REGULATIONS OF THE COMPANY**

The power to adopt, alter, amend or repeal the Regulations of this limited liability company shall be vested in the members of the company and the vote shall be by not less than fifty-one percent (51%) ownership interest in the company.

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ARTICLE X  
VOTING

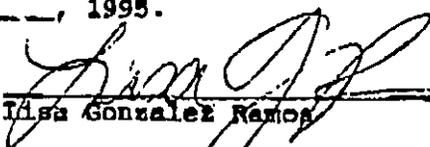
Votes of the members shall be in proportion to their contributions to the capital of the limited liability company as adjusted from time to time, to properly reflect any additional contributions or withdrawals of capital by the members. In the event of any conflict between the provisions of the Regulations of this limited liability company and these Articles of Organization, then the provisions of these Articles of Organization shall prevail.

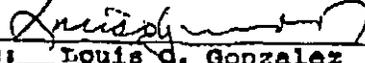
ARTICLE XI  
INITIAL MEMBERS

The name and street address of the initial members executing these Articles of Organization are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lisa Gonzalez Ramos	815 N. Red Road Suite 400 Miami, FL 33126
Magna Medical, Inc.	7200 N.W. 7th Street Miami, FL 33126

We, the undersigned, being the initial subscribers and members of these Articles of Organization for the purpose of forming a limited liability company pursuant to Chapter 608 of the Florida Statutes, to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Organization, hereby declaring and certifying that the articles herein stated are true and accordingly, hereunto set our hands and seals this 15<sup>th</sup> day of January, 1995.

  
\_\_\_\_\_  
Lisa Gonzalez Ramos  
MAGNA MEDICAL, INC., a Florida corporation

By:   
\_\_\_\_\_  
Name: Louis D. Gonzalez  
Title: Vice President

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STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 15<sup>th</sup>  
day of November, 1995, by LISA GONZALEZ RAMOS, who is  
personally known to me or who produced \_\_\_\_\_  
as identification.

My commission expires:

Leonard M. Esformes  
Notary Public, State of Florida  
LEONARD M. ESFORMES  
Print name of notary public

OFFICIAL NOTARY SEAL  
LEONARD M. ESFORMES  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC320684  
MY COMMISSION EXP. NOV. 1, 1997

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 15<sup>th</sup>  
day of November, 1995, by LOUIS O. GONZALEZ, as Vice  
President of MAGNA MEDICAL, INC., a Florida corporation, on behalf  
of the corporation, who is personally known to me or produced \_\_\_\_\_  
as identification.

My commission expires:

Leonard M. Esformes  
Notary Public, State of Florida  
LEONARD M. ESFORMES  
Print name of notary public

OFFICIAL NOTARY SEAL  
LEONARD M. ESFORMES  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC320684  
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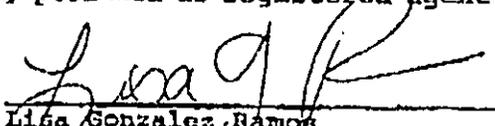
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF §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: SER-BIOTECH, L.C.
2. The name and address of the registered agent and office is:

Lisa Gonzalez Ramos  
815 N. Red Road  
Suite 400  
Miami, FL 33126

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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Lisa Gonzalez Ramos  
Date: 11/15/95

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REGISTERED AGENT  
11/15/95

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AFFIDAVIT OF LIMITED LIABILITY COMPANY

BEFORE ME, the undersigned authority, this day personally appeared LOUIS O. GONZALEZ, an Vice President of MAGNA MEDICAL, INC., a Florida corporation, and LISA GONZALEZ RAMOS, who, being by me first duly sworn, on oath depose and say:

1. Affiants are members of SER-BIOTECH, L.C., a Florida limited liability company.

2. The limited liability company has at least two (2) members.

3. Following is the amount of the cash and a description and agreed value of property other than cash contributed by the members and the amount anticipated to be contributed by the members:

NAME OF MEMBER: Magna Medical, Inc.

Amount of cash contributed initially	\$5,000.00
Description of property other than cash contributed	
Agreed value of property other than cash contributed	N.A.

NAME OF MEMBER: Lisa Gonzalez Ramos

Amount of cash contributed initially	\$15,000.00
Description of property other than cash contributed	
Agreed value of property other than cash contributed	N.A.

FURTHER AFFLIANTS SAYETH NOT.

MAGNA MEDICAL, INC., a Florida Corporation

By: [Signature]  
Louis O. Gonzalez, Vice President

[Signature]  
LISA GONZALEZ RAMOS

Address: 815 N. Red Road, Suite 400  
Miami, FL 33126

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WENZIGONE\BIOTECH\AFF

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