

HENRY ESTEVEZ, PH.D.

3644-C West
P.O. Box 12667
Tallahassee, Florida 32307-2667

Member Florida Bar
Tallahassee, Florida (904) 661-1115

January 2, 1996

TRANSMITTAL LETTER
FOR
FLORIDA LIMITED LIABILITY COMPANY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

SUBJECT: wRight BioDiagnostics, L.C.

Dear Sirs:

Enclosed is an original and one (1) copy of the articles of organization of wRight BioDiagnostics, L.C., and a check payable to Florida Department of State in the amount of \$285.00 as the filing fee for articles of organization, affidavit and designation of registered agent for the company.

Should there be any questions, please feel free to contact me at the above address or phone number.

Sincerely yours,



Henry Estévez
Attorney at Law

encls.

FILED
96 JAN -2 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200001679332
-01/04/96--01115--015
****285.00 ****285.00

RECEIVED
96 JAN -2 PM 2:14
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten note: 1-2-96

Handwritten note: Will work

**ARTICLES OF ORGANIZATION
OF
WRIGHT BIODIAGNOSTICS, L.C.
(a Limited Liability Company)**

FILED
96 JAN -2 PM 2: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt these Articles of Organization for the purpose of forming a limited company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (F.S.), and file said Articles with the Secretary of the Florida Department of State, as required by the Act.

ARTICLE I

Name

The name of the limited liability company shall be wRight BioDiagnostics, L.C., also referred to hereinafter as "the Company".

ARTICLE II

Address

The street address of the principal office of wRight BioDiagnostics, L.C., which shall also serve as its mailing address, shall be 1380 Blountstown Highway, Tallahassee, Florida 32304.

ARTICLE III

Period of Duration

wRight BioDiagnostics, L.C., shall exist and continue from the filing date of these Articles, except that the Company shall be dissolved upon the occurrence of any event triggering dissolution, as specified under Chapter 608, F.S., unless the business of the Company is continued by the consent of all the remaining members.

ARTICLE IV

Business

wRight BioDiagnostics, L.C., shall be authorized to conduct all lawful business activities and exercise all powers of a limited liability company under Chapter 608, F.S.

ARTICLE V

Members and Management

The members of the Company shall elect a Board of Managers, which Board will exercise the power to manage the Company and whose individual management duties shall be specified in the Company's regulations, each member of the Company exercising an equal vote in all matters, regardless of the member's capital contribution to the Company, the members being:

Dr. Stewart L. Brown, 2364 Cypress Cove Drive, Tallahassee, FL 32310;

Ms. Linda H. Nolan, 8037 Briarcreek Road, Tallahassee, FL 32312;

Dr. A. Gib DeBusk, 3583 Doris Drive, Tallahassee, FL 32303;

Mr. Dennis Wright, 410 Victory Garden Drive, Apartment #50, Tallahassee, FL 32301;

Dr. David B. O'Hara, 4356 David Court, Tallahassee, FL 32308;

Dr. Sene E. Bauman, 1569 San Luis Road, Tallahassee, FL 32304;

Dr. Siwo DeKloet, 4355 Cripple Creek Drive, Tallahassee, FL 32308; and

PIXE Analytical Laboratories, Inc., 1380 Blountstown Highway, Tallahassee, FL 32304.

ARTICLE VI

Equity Interest of the Members

In consideration of each member's contribution, the equity interest of the members shall be as follows and they shall be entitled to share in the profits and losses accordingly:

Dr. Stewart L. Brown, ten (10) percent;

Ms. Linda H. Nolan, one (1) percent;

Dr. A. Gib DeBusk, five (5) percent;

Mr. Dennis Wright, eighty (80) percent;

Dr. David B. O'Hara, one (1) percent;

Dr. Sene E. Bauman, one and one half (1.5) percent;

Dr. Siwo DeKlouet, one (1) percent; and

PIXE Analytical Laboratories, Inc., one half (0.5) percent.

ARTICLE VII

Admission of Additional Members

No substitute or additional member shall be admitted into the Company unless each member consents in writing to the admission of such substitute or additional member.

ARTICLE VIII

Transferability of Member's Interest

As provided under Chapter 608, F.S., a member's interest in the Company shall not be freely transferable in that said interest shall not be assignable in whole or in part, unless a majority of the other members consents to the assignment and, in addition, unless said other members are first offered the opportunity to acquire the member's interest to be assigned.

ARTICLE IX

Meetings of the Members

The members shall meet to conduct business as specified in the Company's regulations.

ARTICLE X

Distribution of Assets

The Company may lawfully distribute any of its property or assets as provided in its regulations.

ARTICLE XI

Registered Agent

The name and office address of the Company's initial registered agent is Linda H. Nolan, 1380 Blountstown Highway, Tallahassee, Florida 32304.

ARTICLE XII

Miscellaneous

These Articles shall inure to the benefit of and be binding upon the members of the Company, their legal representatives, transferees, successors, survivors, heirs and assigns.

For convenience, any number of duplicates of these Articles may be executed and each such duplicate shall be deemed an original instrument.


These Articles of Organization shall be construed and interpreted under the laws of the State of Florida.

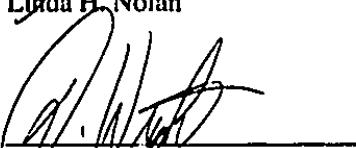
AFFIRMATION: In accordance with Section 608.408(3), F.S., the execution of this original certificate of organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the members have entered into, executed and made these Articles of Organization in Tallahassee, Florida, on January 2, 1996, to be effective as of the day they are filed with the Florida Department of State.

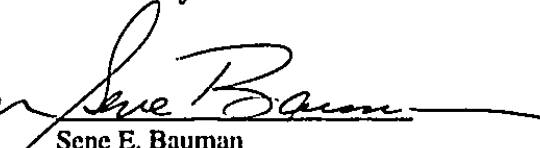

Stewart L. Brown

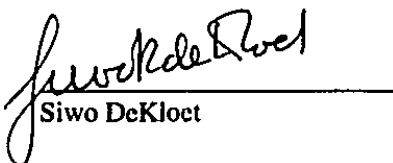

Linda H. Nolan

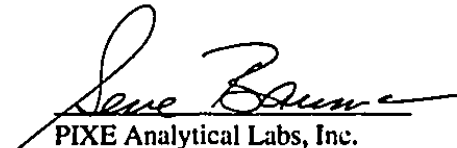

A. Gib DeBusk


Dennis Wright


David B. O'Hara


Sene E. Bauman


Siwo DeKloet



PIXE Analytical Labs, Inc.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED MEMBER of wRight BioDiagnostics, 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 members is \$ 4142.00
3. no property other than cash has been contributed by a member at this time;
4. the total amount of cash or property anticipated to be contributed by members is \$30,000.00. This total includes amounts from 2 and 3 above.

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:

11/2/96
Date

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

FILED

96 JAN -2 PM 2:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS of Section 608.415, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the limited liability company is:

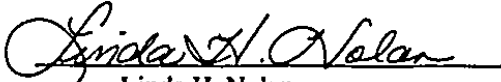
wRight BioDiagnostics, L.C.

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

**Linda H. Nolan
1380 Blountstown Highway
Tallahassee, Florida 32304**

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.

AFFIRMATION: In accordance with Section 608.408(3), Florida Statutes, the execution of this certificate constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Linda H. Nolan

1/2/96
Date