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1827-0169-6 12-29-95
Alan Sokowitz 305-865-6700
SAKOWITZ & SAKOWITZ CHARTERED
1111 KANE CONCOURSE STE 401
BAY HARBOR ISLAND FL 33154

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____ (Corporation Name) (Document #) 800001676478
-01/03/96--01041--002
2. _____ (Corporation Name) (Document #) ***285.00 ***285.00
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
96 JAN -2 PM 12:13
TALLAHASSEE, FLORIDA

SN JAN 08 1996

Examiner's Initials

Law Offices
Sakowitz & Sakowitz
CHARTERED

Theodore J. Sakowitz
Alan B. Sakowitz

December 29, 1995

Via Federal Express
No. 5230681072

Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed herewith please find the following documents:

- 1) **SUNRISE POINTE, LTD.**
Original and one copy of the Agreement of Limited Partnership with Schedule "A", Affidavit of Capital Contributions annexed thereto and check in the sum of \$1,793.75 representing:

Filing fee:	\$1,750.00
Good Standing Certificate:	0.75
Registered Agent Fee	35.00
Total	\$1,793.75
- 2) **SAKOWITZ & BROOKS, A PROFESSIONAL ASSOCIATION**
Original Articles of Incorporation with check in the sum of \$70.00 representing the filing fees.
- 3) **MIDNIGHT FINANCIAL, L.C.**
Original Articles of Organization together with a check in the sum of \$285.00 representing the filing fees.

Thank you for your attention in this regard.

Cordially yours,


Alan Sakowitz
for the firm

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Enclosures
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ARTICLES OF ORGANIZATION
OF
MIDNIGHT FINANCIAL, L.C.

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TALLAHASSEE, FLORIDA

The undersigned Initial member of Midnight Financial, L.C., a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: **Midnight Financial, L.C.**

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue until December 31, 2044, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

c/o Alan Sakowitz
1111 Kane Concourse, Suite 401
Bay Harbor Islands, Florida 33154

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

c/o Alan Sakowitz
1111 Kane Concourse, Suite 401
Bay Harbor Islands, Florida 33154

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Alan Sakowitz
1111 Kane Concourse Plaza, Suite 401
Bay Harbor Islands, Florida 33154

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of its members who will vote according to their proportionate interest in the Company in attendance at a duly called meeting of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT TO ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of all of the members of the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority in interest of the members of the Company (excluding

the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members or by written consent of a majority in interest of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

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 other members elect to continue the Company either upon the affirmative vote of a majority in interest of all of the members of the Company, which vote is taken at a duly called meeting of the members or by written consent of a majority in interest of the members of the Company, and so long as there remains two (2) members of the Company.

ARTICLE IX. MANAGERS

The Company will be managed by manager. The name and address of the initial manager is set forth below. This initial manager shall serve as manager until the first annual meeting of members or until its successor is elected and qualifies.

Initial Manager:	Abraham Greenboim
Address:	c/o Sakowitz & Sakowitz, Chartered 1111 Kane Concourse, Suite 401 Bay Harbor Islands, Florida 33154

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of its or its contribution to capital

except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of a majority in interest of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority in interest of the members of the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members and which states that it may only be amended, altered or repealed by the members, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of a majority in interest of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority in interest of the members of the Company.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 19 day of December, 1995.

BIDPRO, INC., INITIAL MEMBER

BY: Abraham Greenbolm Pres.
Abraham Greenbolm, President

CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 408.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of MIDNIGHT FINANCIAL, L.C. in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

DATED: December 29, 1995


Alan Sakowitz

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer and authorized representative of the Initial member of Midnight Financial, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least two members.
2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows: BldPro, Inc.: \$900.00; Country Square Shopping Center, Inc.: \$100.00
3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows: None.
4. There have been no contributions to the Company made by the members other than cash contributions or contribution of promissory notes.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer or authorized representative of the Initial member of the Company, declares that the undersigned has read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.

DATED: December 29, 1995.

BldPro, Inc., INITIAL MEMBER

BY: Abraham Greenbolm - Pres.
Abraham Greenbolm

ITS: President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Law Offices
Sakowitz & Sakowitz

CHARTERED

Theodore J. Sakowitz
Alan B. Sakowitz

L960000000020

February 23, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Certificate of Amendment to Articles of Organization
of Midnight Financial, L.C.

200002098292--0
-02/26/97--01020--006
*****52.50 *****52.50

Gentlemen:

Enclosed is the Certificate of Amendment to Articles of Organization of Midnight Financial, L.C., along with a check in the amount of \$52.50 for the filing fee.

Cordially yours,



Alan Sakowitz
for the firm

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 26 11:10 AM

APPROVED
AND
FILED

AS:bjh


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*****52.50 *****52.50

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

MIDNIGHT FINANCIAL, L.C.
(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was January 2, 1996

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

The name of the Florida Limited Liability Company is changed to:

NanoPowders Industries, L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 26 11:00:01

APPROVED
AND
FILED

Dated February 17, , 19 97 .


Signature of a member or authorized representative of a member

ABRAHAM GREENBAUM
Typed or printed name of person signing