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PREMIER HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 057350 80716A

AUTHORIZATION :

COST LIMIT : \$ 285.00

*Patricia Pizzuto*

FILED STATE  
SECRETARY OF CORPORATIONS  
26 AUG 19 PM 3:17

ORDER DATE : August 19, 1996

ORDER TIME : 9:30 AM

FILE SECOND!!!!

ORDER NO. : 057350

FILE SECOND!!!

CUSTOMER NO: 80716A

CUSTOMER: Ms. Karen R. Smith  
BLALOCK LANDERS WALTERS &  
VOGLER, PA  
802 11th Street W.  
Bradenton, FL 34205

SECRET 1925295

DOMESTIC FILING

NAME: VAX-D MANUFACTURING L.C.

EFFECTIVE DATE:

XXXX ARTICLES OF ORGANIZATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

*CF*  
*8/19/96*

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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

96 AUG 19 PM 3: 17

OF

VAX-D MANUFACTURING, L.C.

The undersigned does hereby execute these Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the limited liability company shall be:

VAX-D Manufacturing, L.C.

which shall be referred to in these Articles of Organization as the "Company."

ARTICLE II  
PERIOD OF DURATION OF THE COMPANY

The period of duration of the Company shall be from the date of filing of these Articles of Organization with the Department of State of the State of Florida until the first to occur of the following:

(a) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State of the State of Florida, or

(b) Dissolution of the Company by law or in accordance with the regulations adopted by the members of the Company, as provided in Article IX hereof (the "Regulations").

ARTICLE III  
PURPOSES

The Company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE IV  
ADDRESS OF PRINCIPAL OFFICE

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

Connell Square  
38549 U.S. Highway 19 N.  
Palm Harbor, FL 34684

ARTICLE V  
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office in Florida is 4830 West Kennedy Blvd. Suite 745, Tampa, Florida, and the name of its initial registered agent is Karen R. Smith, Esquire. The Company may change its registered office, its registered agent or both by filing a statement with the Department of State of the State of Florida complying with Section 608.416, Florida Statutes.

ARTICLE VI  
RESTRICTIONS ON MEMBERSHIP

No new members shall be admitted to the Company except in accordance with the Regulations. Contributions required of a new member shall be determined by the then-current members as of the time of the admission of the new member to the Company. A member's interest in the Company may not be sold or otherwise transferred except in accordance with the Regulations of the Company.

ARTICLE VII  
CONTINUITY OF BUSINESS

Upon the death, dissolution, insanity, bankruptcy, retirement, resignation or expulsion of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall cease and the Company shall be dissolved, unless the business of the Company is continued in accordance with the Regulations.

**ARTICLE VIII  
MANAGEMENT**

The Company shall be managed by its members as further provided in the Regulations. The name and current address of each member is as follows:

Dr. Allan E. Dyer  
P.O. Box 876  
112 Sanctuary Drive  
Crystal Beach, FL 34681

Dr. Natalie M. Dyer  
P.O. Box 876  
112 Sanctuary Drive  
Crystal Beach, FL 34681

Dr. Lawrence A. Dyer  
Connell Square  
38549 U.S. Highway 19 N.  
Palm Harbor, FL 34684

Dr. Brandon Dyer, President  
Dyer Investments, Inc.  
Connell Square  
38549 U.S. Highway 19 N.  
Palm Harbor, FL 34684


**ARTICLE IX  
REGULATIONS**

The members of the Company shall adopt the Regulations which shall also act as the operating agreement of the Company. The Regulations shall pertain to the regulation, management and affairs of the Company, provided that such Regulations shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The Regulations shall be repealed or altered only by the members of the Company, in the manner prescribed in the Regulations of the Company, consistent with the laws of the State of Florida.

**ARTICLE X  
ACKNOWLEDGMENT**

The undersigned, being the organizer of the Company, does hereby certify that the foregoing constitutes the Articles of Organization of the Company. These Articles of Organization may be amended from time to time in the manner now or hereafter prescribed in the Regulations of the Company consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 16th day of August 1996.

  
\_\_\_\_\_  
Karen R. Smith, Organizer

ACCEPTANCE OF SERVICE AS REGISTERED AGENT  
OF  
VAX-D MANUFACTURING, L.C.

The undersigned, Karen R. Smith, having been named as registered agent to accept service of process for VAX-D Manufacturing, L.C., at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 16th day of August, 1996.

  
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Karen R. Smith

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH }

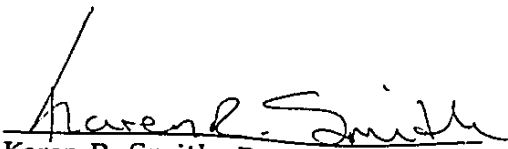
ss:

Pursuant to Section 608.407(2), Florida Statutes, the undersigned, (the "Affiant"), being duly sworn deposes and says:

1. VAX-D Manufacturing, L.C. has four members, Dr. Allan E. Dyer, Dr. Natalie M. Dyer, Dr. Lawrence A. Dyer and Dyer Investments, Inc. a Florida corporation.
2. The actual amount of cash contributions to VAX-D Manufacturing, L.C. is as follows:

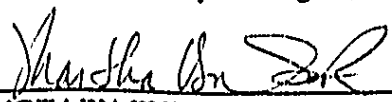
Dr. Allan E. Dyer	\$200.00
Dr. Natalie M. Dyer	\$200.00
Dr. Lawrence A. Dyer	\$5,100.00
Dyer Investments, Inc.	\$4,500.00
3. No property other than cash has been contributed.
4. There are no other contributions to VAX-D Manufacturing, L.C. that are contemplated at this time.

IN WITNESS WHEREOF, the Affiant does hereby execute this Affidavit this 16th day of August 1996.

  
Karen R. Smith, Registered Agent

Before me, the undersigned authority, personally appeared Karen R. Smith who, being duly sworn, deposes and says she is the registered agent of VAX-D Manufacturing, L.C. and that in that capacity, she executed the foregoing instrument. She is personally known to me.

WITNESS my hand and official seal, this 16<sup>th</sup> day of August, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 19 PM 3:17