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FILED
OCT 15 PM 12:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

October 2, 1996

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

RE: FEREZ, GEDAN & IRGANG, L.L.C.

700001966697
-10/07/96--01053--002
****285.00 ****285.00

To Whom It May Concern:

Enclosed herewith are two duly-executed copies of the Articles of Organization for the above-captioned corporation.

Please file the enclosed Articles of Organization and, upon completion of the filing process, certify and return to us one certificate of organization. We have enclosed a check in the amount of \$285 to cover registration and, registered agent fees.

Thank you for your assistance in this matter

Yours truly,

John C. Smith

John C. Smith

AUTHORIZATION BY PHONE TO
CORRECT LLC name

DATE 10/15/96
BY [Signature]

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JCS/jgs
Enclosures

ARTICLES OF ORGANIZATION

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TALLAHASSEE, FLORIDA

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act"), Florida Statutes Section 608.

ARTICLE I NAME OF COMPANY

The name of the limited liability company is Ferez, Gedan & Irgang, L.L.C. (the "Company").

ARTICLE II PERIOD OF DURATION

The Company shall terminate on October 1, 2020.

ARTICLE III REGISTERED OFFICE AND AGENT

The address of the Company's principal office is as follows:

777 25th Street, Suite 206
Hialeah, Florida 33013

The name and address of the Company's initial registered agent in the State of Florida is as follows:

John C. Smith, Esq.
4800 N. Federal Hwy, Suite A-207
Boca Raton, Florida 33431

ARTICLE IV REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of all of the remaining members entitled to vote.

ARTICLE V DISSOLUTION AND RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved upon the first to occur of the following:

- a) The expiration of the term of the Company;
- b) The unanimous written consent of all the Company's members;
- c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event all of the remaining members agree in writing to continue the business of the Company.

**ARTICLE VI
MANAGEMENT**


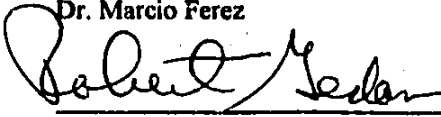
The Company will be managed by the members of the Company in accordance with the Company's regulations. The names and addresses of the Company's managing members are as follows:

NAME	ADDRESS
Dr. Marcio Ferez	777 25th Street, Suite 206, Hialeah, Florida 33013
Mr. Robert Gedan	6980 S.W. 10th Street, Plantation, Florida 33317
Mr. Myron Irgang	306 Ocean Street, Hollywood, Florida 33019

**ARTICLE VII
PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBERS HAVE EXECUTED THESE ARTICLES OF ORGANIZATION ON THIS SECOND DAY OF OCTOBER 1996.

 _____ Dr. Marcio Ferez	<u>10-2-96</u> Date
 _____ Mr. Robert Gedan	<u>10-2-96</u> Date

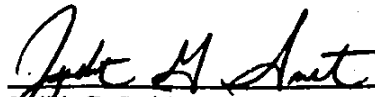
STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me personally appeared and who are known to me to be the persons who executed the foregoing articles of organization on behalf of the Company.

In witness whereof, I have hereunto set my hand and seal on this 2nd day October of 1996.

Notary Public Signature:



Judith G. Smith

Commission Number:

CC279445

My commission expires:

April 22, 1997

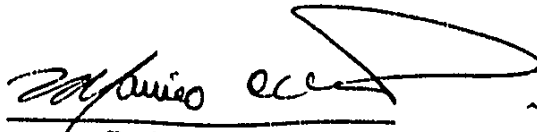


JUDITH G. SMITH
My Commission CC279445
Expires Apr. 22, 1997

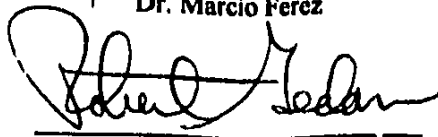
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Ferez, Gedan & Irgang, L.L.C. deposes and says:

- 1) the above named limited liability company has at least three members.
- 2) the total amount of cash contributed by the member(s) is \$10,000.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$5,000. A description of the property is as follows: license to U.S. Patents 4,601,482 and 5,492,349.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$1,000,000. This total includes amounts from 2 and 3 above.



Dr. Marcio Ferez



Mr. Robert Gedan

Signature of a member or authorized representative of a member.
(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.)

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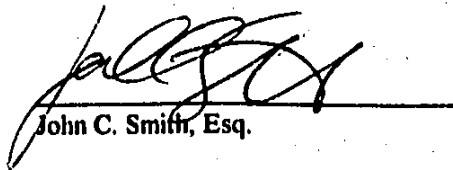
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 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: Feroz, Gedan & Irgang, L.L.C.
2. The name and address of the registered agent and office is:

John C. Smith, Esq.
4800 North Federal Highway, Suite A-207
Boca Raton, Florida 33431

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.


John C. Smith, Esq.

10-2-96
Date

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