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PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 164736 10992A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 285.00

ORDER DATE : November 22, 1996

ORDER TIME : 10:23 AM

ORDER NO. : 164736-010

CUSTOMER NO: 10992A

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CUSTOMER: Ms. Dianne Gradillas
SHARP & SMITH, P.A.

Suite 745
4830 W. Kennedy Boulevard
Tampa, FL 33609

DOMESTIC FILING

NAME: VAX-D MANUFACTURING USA, L.C.

EFFECTIVE DATE:

☒ ARTICLES OF ORGANIZATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 NOV 22 PM 2:42

FILED

DIVISION OF CORPORATION

95 NOV 22 AM 11:19

RECEIVED

Dmc 11/22/96

**ARTICLES OF ORGANIZATION
OF
VAX-D MANUFACTURING USA, L.C.,
A LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 this limited liability company is VAX-D Manufacturing USA, L.C., which shall be referred to in these Articles of Organization as the "Company."

**ARTICLE II
PERIOD OF DURATION**

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

**ARTICLE III
MAILING ADDRESS AND STREET ADDRESS**

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

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

ARTICLE IV REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office is Connell Square, 38549 U.S. Highway 19 North, Palm Harbor, Florida 34684, and the name of its initial registered agent is Dr. Allan E. Dyer. The Company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

ARTICLE V ADMISSION OF ADDITIONAL MEMBERS

No new members shall be admitted to the Company except in accordance with the Regulations. A member's interest in the Company may not be sold or otherwise transferred except in accordance with Regulations of the Company.

ARTICLE VI CONTINUITY OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a 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 automatically cease and the Company automatically shall be dissolved unless the business of the Company is continued by the remaining members in accordance with the Regulations.

ARTICLE VII MANAGEMENT

Except as otherwise set forth in the Regulations, all powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed by or under the direction of the manager of the Company, who shall perform such duties in accordance with the terms set forth in the Regulations. The manager shall consist of one (1) person elected by unanimous vote of the members of the Company. Each manager shall serve a term equal to the greater of (i) one year, or (ii) until the election and qualification of the manager's successor; provided, however, any manager may be removed on the terms provided in the Regulations. A manager may be elected to an unlimited number of terms.

The name and current address of the manager who is to serve as manager until the first annual meeting of members or until his successor is elected and qualified are as follows:

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

ARTICLE VIII PURPOSES

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

ARTICLE IX REGULATIONS

The members of the Company shall adopt regulations (the "Regulations") (which shall also act as the operating agreement of the Company) pertaining to the regulation and management of the affairs of the Company and relations between and among the Company and its members, 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 amended only by the unanimous consent of the members of the Company, in a manner consistent with the laws of the State of Florida.

ARTICLE X ACKNOWLEDGMENT

The undersigned, being one of the members 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, in a manner consistent with the laws of the State of Florida.

IN WITNESS THEREOF, the undersigned organizer has executed these Articles of Organization this 20 day of November 1996.



Dr. Allan E. Dyer

ACCEPTANCE BY REGISTERED AGENT
OF VAX-D MANUFACTURING USA, L.C.

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Having been appointed the registered agent of VAX-D Manufacturing USA, L.C., the undersigned accepts such an appointment, agrees to act in such capacity, and is familiar with and accepts the obligations imposed by Florida Statutes Section 608.415.

Executed this 20 day of November 1996.



Dr. Allan E. Dyer

AFFIDAVIT

FILED

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

ss:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. VAX-D Manufacturing USA, L.C. has at least two members.
2. The actual amount and nature of the contributions to VAX-D Manufacturing USA, L.C. are as follows:

Member	Nature of Contribution	Agreed Value
Dr. Allan E. Dyer	Cash	\$300.00
Dr. Natalie M. Dyer	Cash	\$300.00
L.A.D. Family Holdings, Inc.	Cash	\$400.00

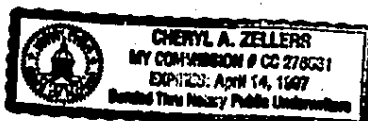
3. No other contributions from members to VAX-D Manufacturing USA, L.C. are anticipated at this time.

20 IN WITNESS WHEREOF, the Affiant does hereby execute this Affidavit this day of November 1996.

Dr. Allan E. Dyer
Dr. Allan E. Dyer

Before me, the undersigned authority, personally appeared Dr. Allan E. Dyer who is personally known to me (or who provided FI 060000523303 as identification).

WITNESS my hand and official seal, this 20 day of November, 1996.



Sign: Cheryl Zellers
Print: Cheryl Zellers
Notary Public-State of Florida
My Commission Expires: