

**ARNOLD HANTMAN, C.P.A., J.D.**

11190 Biscayne Boulevard  
Miami, Florida 33181-3405  
Tel: (305) 895-0304  
Fax: (305) 895-8616

January 23, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32304

RE: L.A.M. Pharmaceuticals, L.L.C.  
Articles of Organization

800002068233--1  
-01/24/97--01100--010  
\*\*\*\*122.50 \*\*\*\*122.50  
800002080648--7  
-02/06/97--01117--002  
\*\*\*\*215.25 \*\*\*\*215.25

Gentlemen:

Enclosed is an original and one copy of Articles of organization for the above captioned:

Limited Liability Company

Also enclosed is a check for \$122.50 for the \$35 filing fee, \$35 for the registered agent fee, and \$52.50 for a certified copy.

Our address and phone numbers are:

L.A.M. Pharmaceuticals, L.L.C.  
c/o Arnold Hantman  
11190 Biscayne Boulevard  
Miami, Florida 33181

Phone (305) 895-0304  
Fax (305) 895-8616

Very Truly Yours,



Arnold Hantman, C.P.A., J.D.

AH/jt

Enclosures

*Handwritten:* 11190-2277, 285, 337.75, 1/24

**FILED**  
97 FEB -4 PM 4:57  
TALLAHASSEE, FLORIDA  
DEPT. OF STATE



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 29, 1997

• ARNOLD HANTMAN, CP.A. J.D.  
% ARNOLD HANTMAN  
11190 BISCAYNE BLVD.  
MIAMI, FL 33181-3405

SUBJECT: L.A.M. PHARMACEUTICALS, L.C.  
Ref. Number: W97000002277

We have received your document for L.A.M. PHARMACEUTICALS, L.C. and check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$215.25. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 997A00004726

3/2/97

Attached is a check in the amount of \$215.25  
for the balance of the Filing Fee, Designation  
of registered agent and Certified Copy.

Thank you,

FILED  
97 FEB -4 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## ARTICLES OF ORGANIZATION

### **L.A.M. PHARMACEUTICALS, L.L.C.**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

#### **ARTICLE I**

##### NAME

The name of the limited liability company shall be L.A.M. Pharmaceuticals, L.L.C. and its principal place of business shall be in the County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designed by the members.

#### **ARTICLE II**

##### PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

- V. To engage in any activity or business authorized under the Florida Statutes.
- VI. In general, to carry out any or all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
- VII. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, goodwill, rights, assets and liabilities of any person, firm, association, or corporation, carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles, and to hold, utilize and in any manner dispose of the rights and property so acquired.

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- VIII. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign state, government or governmental authority, or of any political or administrative subdivision or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.
- IX. To exercise all or any of the limited liability company powers and to carry out all or any of the purposes enumerated herein, otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact, for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in such capacity or under such arrangements develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection herewith or incidental to such agency, representation, or service, or to render any other service or assistance in so far as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
- X. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others, incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
- XI. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

### ARTICLE III

#### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Nineteen Thousand, Five Hundred Dollars (\$19,500.00) cash shall be paid to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by the members. Members will make contributions in the following proportions and shares as follows:

Carol Rothbart	29.0%	\$ 5,655
Barbara Drizen	29.0%	\$ 5,655
Gary Nath	20.0%	\$ 3,900
Lisa Krinsky	10.2%	\$ 1,989
Arnold Hantman	6.8%	\$ 1,326
SFBC	2.0%	\$ 390
Stan Swartz	1.0%	\$ 195
Ellis Gareth	1.0%	\$ 195
John Guerra	1.0%	\$ 195
	<u>100.0%</u>	<u>\$19,500</u>

### ARTICLE IV

#### PROFITS AND LOSSES

XII. Sharing of Profits: The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to their share of profits in the following proportions and shares as follows:

Carol Rothbart	29.0%
Barbara Drizen	29.0%
Gary Nath	20.0%
Lisa Krinsky	10.2%
Arnold Hantman	6.8%
SFBC	2.0%
Stan Swartz	1.0%
Ellis Gareth	1.0%
John Guerra	1.0%
	<u>100.0%</u>

## ARTICLE V

### LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. These Articles of Organization may be amended, from time to time, by an affirmative vote of the members of the limited liability company representing more than 67% of the profit sharing interests.

## ARTICLE VI

### DURATION

The limited liability company shall exist until September 30, 2036, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

## ARTICLE VII

### PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be in care of L.A.M. Pharmaceuticals, L.L.C., 11190 Biscayne Boulevard, Miami, 33181-3405, State of Florida.

## ARTICLE VIII

### MANAGEMENT

This limited liability company shall be managed by the directors named below who shall serve until their successors are elected by the vote of the members of the limited liability company representing more than 67% of the profit sharing interests. The names and addresses of the initial directors are as follows:

Peter Rothbart	16 York Mills Road, Unit 125, Box 129, North York, Ontario M2P 2E5, Canada
Alan Drizen	16 York Mills Road, Unit 125, Box 129, North York, Ontario M2P 2E5, Canada
Gary Nath	1835 K Street, Suite 750, N W Washington, D.C. 20006
Lisa Krinsky	11190 Biscayne Boulevard, Miami, FL 33181
Arnold Hantman	11190 Biscayne Boulevard, Miami, FL 33181

## **ARTICLE IX**

### **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 11190 Biscayne Boulevard, Miami, Florida 33181, State of Florida, and the name of its initial registered agent at such address is Arnold Hantman, Esq.

## **ARTICLES X**

### **RESTRICTIONS ON MEMBERS**

Members shall have the right to admit new members by affirmative consent of members representing more than 90% of the profit sharing interests. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred, except with written consent of members representing more than 90% of the profit sharing interests.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon consent of remaining members representing more than 50% of the profit sharing interests.

The undersigned, being the original members of the limited liability company hereby certify the foregoing constitutes the proposed Articles of Organization of L.A.M. Pharmaceuticals, L.L.C.

Executed by the undersigned at the place and date indicated below:

PLACE	DATE	UNDERSIGNED
Toronto, Canada	<u>1/15/97</u>	<u>x C. Rothbart</u> Carol Rothbart
Marathon, Florida	<u>1/14/97</u>	<u>Barbara Drizen</u> Barbara Drizen
Washington, D.C.	<u>1/13/97</u>	<u>Gary Nath</u> Gary Nath
Dade County, Florida	<u>1-13-97</u>	<u>Lisa Krinsky</u> Lisa Krinsky
Dade County, Florida	<u>1/13/97</u>	<u>Arnold Hantman</u> Arnold Hantman

South Florida Bioavailability Clinic

Dade County, Florida	<u>1-13-97</u>	by: <u>Lisa Krinsky</u> Lisa Krinsky, President
Toronto, Canada	<u>Jan. 17/97</u>	x <u>Stan Swartz</u> Stan Swartz
Toronto, Canada	<u>Jan 17/97</u>	x <u>Ellis Gareth</u> Ellis Gareth
Toronto, Canada	<u>1-17-97</u>	x <u>John Guerra</u> John Guerra



STATE OF FLORIDA)

)ss.

COUNTY OF DADE )

The foregoing Articles of Organization of L.A.M. Pharmaceuticals, L.L.C., were acknowledged before me, a Notary Public in and for the State of Florida, this 13 th, day of January, 1998<sup>7</sup> by Arnold Hantman, Member, who is personally known to me and who produced Florida Driver's License# H(35-000-31-147-0.

*Maria Elsania Quant*  
NOTARY PUBLIC, State

(SEAL)



MARIA ELSANIA QUANT  
MY COMMISSION # CC386019 EXPIRES  
July 2, 1998  
BONDED THROUGH TROY FAIR INSURANCE, INC.

of Florida, at Large

Name: *MARIA ELSANIA QUANT*

Commission Number: *CC386019*

Commission Expires: *July 2, 1998*

#### ACCEPTANCE BY REGISTERED AGENT

Having been appointed, the registered agent of L.A.M. Pharmaceuticals, L.L.C., the undersigned hereby accepts such appointment, agrees to act in such capacity, and accepts the obligations imposed by Florida Statutes Section 607.325.

Executed this 13 day of January, 1997.

*Arnold Hantman*

Arnold Hantman, Esq.

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FILED

**ARTICLES OF ORGANIZATION  
(Limited Liability Company)**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member of L.A.M. Pharmaceuticals, L.L.C., a Florida limited liability company, deposes and says:

- I. The above named limited liability company has at least (2) members.
- II. The total amount of cash contributed by the members is \$19,500.00.
- III. The total amount of cash or property anticipated to be contributed by the members is \$19,500.00.

L.A.M. Pharmaceuticals, L.L.C.

By: Carol Rothbart 1/12/97  
Carol Rothbart Date

By: Barbara Drizen 1/14/97  
Barbara Drizen Date

By: Gary Nath 1/13/97  
Gary Nath Date

By: Lisa Krinsky 1-13-97  
Lisa Krinsky Date

By: Arnold Hantman 1/13/97  
Arnold Hantman Date

By: SFBC 1-13-97  
SFBC Date

By: X Stan Swartz Jan 17/97  
Stan Swartz Date

By: X Ellis Gareth Jan 17/97  
Ellis Gareth Date

By: X John Guerra 1-17-97  
John Guerra Date