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AND PROBATE LAWYER

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PLEASE REPLY TO:

BOCA

FILE NO.:

February 3, 1997

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-02/10/97-01075--002  
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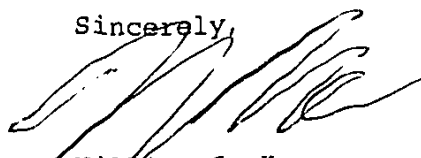
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Organization  
Creative Medical Technologies, L.C.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Organization and a check in the amount of \$293.75 representing the filing fee, registered agent designation and a certificate of status. Please forward evidence of filing to the undersigned at your earliest convenience.

Sincerely,



William S. Kramer

WSK/smb  
Enclosures



97 FEB 10 PM 4:13

ARTICLES OF ORGANIZATION  
OF  
CREATIVE MEDICAL TECHNOLOGIES, L.C.

FILED  
97 FEB 10 PM 4:13  
SECRET  
TALLAHASSEE, FLORIDA

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

ARTICLE I. COMPANY NAME

The name of this Company is:

Creative Medical Technologies, L.C.

ARTICLE II. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

c/o Daniel Caggiani  
23149 Boca Colony Circle  
Boca Raton, FL 33433

ARTICLE III. STREET ADDRESS OF COMPANY

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

c/o Daniel Caggiani  
23149 Boca Colony Circle  
Boca Raton, FL 33433

ARTICLE IV. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

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

William S. Kramer, Esq.  
Abrams, Anton, Robbins, Resnick & Schneider, P.A.  
One Boca Place, Suite 411-E  
2255 Glades Road  
Boca Raton, FL 33431-7383

#### ARTICLE V. DURATION

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin February 1, 1997, and shall continue until January 31, 2047, unless otherwise dissolved pursuant to Article IX of these Articles of Organization.

#### ARTICLE VI. MANAGEMENT

The Limited Liability Company is to be managed by its members. The name and address of the initial managing member is set forth below. The initial managing member shall serve as manager until the first annual meeting of members or until its successors are elected and qualified.

Daniel Caggiani  
23149 Boca Colony Circle  
Boca Raton, FL 33433

#### ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of all the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members 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 members, and upon such member's agreement to comply with these Articles of Organization, its regulations, if any, and such other documents, statutes, rules, regulations or guidelines as

the members may from time to time determine in their sole discretion.

ARTICLE VIII. RIGHT OF 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 all the members holding membership interests 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 all of the members of the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

ARTICLE IX. RIGHT TO CONTINUE BUSINESS/  
DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the regulations, if any, of the Company, any other agreement governing the operation of the Company, or under the Act, the Company shall be dissolved unless the members elect to continue the Company, either upon the

affirmative vote 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 all of the members of the Company.

#### ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

#### ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote 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 all of the members of the Company.

#### ARTICLE XII. REGULATIONS


Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal regulations or any provision thereof, upon the affirmative vote of all of the members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of all of the members of the Company.

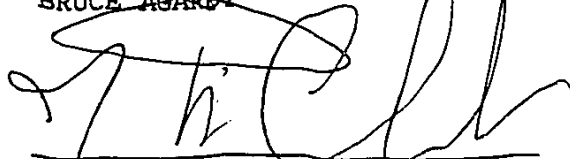
IN WITNESS WHEREOF, the undersigned members have executed the foregoing Articles of Organization as of this 2 day of February, 1997.

MEMBERS:

  
DANIEL CAGGIANI

  
CARLOS CAGGIANI

  
BRUCE AGGREY

  
THOMAS K. CHURBUCK

**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 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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:

Creative Medical Technologies, L.C.

2. The name and address of the registered agent and office is:

William S. Kramer, Esq.  
Abrams, Anton, Robbins, Resnick & Schneider, P.A.  
One Boca Place, Suite 411-E  
2255 Glades Road  
Boca Raton, FL 33431-7383

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.

  
\_\_\_\_\_  
William S. Kramer, Esq.

Date: \_\_\_\_\_

2/3/97


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CLERK OF STATE  
TALLAHASSEE FLORIDA

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Creative Medical Technologies, L.C. deposes and says:

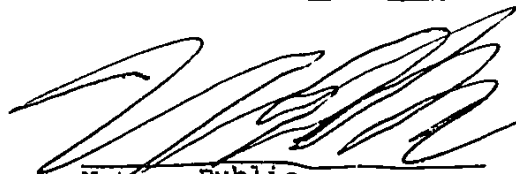
- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 50,000 -
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ \_\_\_\_\_  
A description of the property is attached and make a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ \_\_\_\_\_
- 5) the total amount of 2, 3, and 4 is \$ 50,000 -

  
Daniel Caggiani

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF PALM BEACH )

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The foregoing instrument was acknowledged before me this 3rd day of February, 1997, by Daniel Caggiani, who is personally known to me, or has produced \_\_\_\_\_ as identification.

  
Notary Public

My Commission Expires:

