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D&C
ATTORNEYS AT LAW

DENT & COOK, P.A.

P. O. Box 3269 • SARASOTA, FLORIDA 34230

JOHN C. DENT, JR.
JOHN F. COOK
ROBERT K. ROBINSON
JOHN W. CHAPMAN, JR.

March 13, 1997

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-03/19/97-01047--001
***337.50 ***337.50

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

Re: etilab USA, L.P.
Our File K21-4261

Dear Sir or Madam:

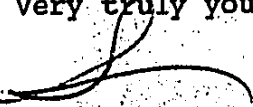
Enclosed please find original and duplicate of the Articles of Organization; original Acceptance by Registered Agent; and original Affidavit of Capital Contributions for the above-captioned corporation, together with a check in the amount of \$337.50 to cover the following items:

Filing of Articles of Organization	\$250.00
Certified copy of Articles	52.50
Registered Agent filing fee	35.00
	<u>\$337.50</u>

I would appreciate your returning to me the certified copy.

Thank you for your attention to this matter.

Very truly yours,


Sandy Mikutis
Secretary to John W. Chapman, Jr.

JWC/sm
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 PM 1:40



DENT & COOK, P.A.

P. O. Box 3269 • SARASOTA, FLORIDA 34230

JOHN C. DENT, JR.
JOHN E. COOK
ROBERT K. ROBINSON
JOHN W. CHAPMAN, JR.

March 27, 1997

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

Re: Etilab USA, INC.
etilab usa, L.C.
Our File K21-4261

Dear Sir or Madam:

Enclosed is a copy of your March 25, 1997 letter regarding the above corporation/limited liability company. Pursuant to my telephone conversation with your office this date, I am verifying that the corporation/limited liability company are both owned by my client, Peter Kuschnitzky. Therefore, please file the Articles of Organization for the Limited Liability Company. You are in receipt of my client's check #1108 for \$337.50 to cover the filing fee.

Also enclosed is a copy of my letter dissolving the above named corporation, Etilab USA, Inc.

Thank you for your attention to this matter.

Very truly yours,

John W. Chapman, Jr.

JWC/sm
Enclosure

cc: Peter Kuschnitzky



DENT & COOK, P.A.

P. O. BOX 3269 • SARASOTA, FLORIDA 34230

JOHN C. DENT, JR.
JOHN F. COOK
ROBERT K. ROBINSON
JOHN W. CHAPMAN, JR.

April 3, 1997

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

Re: Etilab USA, INC.
etilab usa, L.C.
Our File K21-4261

Dear Sir or Madam:

Pursuant to the request in your letter dated March 31, 1997, please find enclosed the Affidavit confirming the dissolution of Etilab USA, Inc. and permitting the filing of the Articles of Organization for etilab usa, L.C. You are in receipt of my client's check for \$337.50 to cover the filing fee.

Also enclosed is a copy of your letter dated March 31, 1997. Thank you for your attention to this matter.

Very truly yours,


John W. Chapman, Jr.

JWC/sm
Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 25, 1997

JOHN W. CHAPMAN, JR.
DENT & COOK, P.A.
P.O. BOX 3269
SARASOTA, FL 34230

SUBJECT: ETILAB USA, L.C.
Ref. Number: W97000006838

We have received your document for ETILAB USA, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 197A00014958



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 31, 1997

JOHN W. CHAPMAN, JR.
DENT & COOK, P.A.
P.O. BOX 3269
SARASOTA, FL 34230

SUBJECT: ETILAB USA, L.C.
Ref. Number: W9700006838

We have received your document for ETILAB USA, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved entity. The name of a voluntarily dissolved Florida entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, executed pursuant to section 607.0120 or 608.408, Florida Statutes, permitting the immediate assumption or use of the name by another entity.

If the document is resubmitted, please return a copy of this letter to ensure your document is properly handled.

If you have any further questions regarding the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 897A00016058

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF SARASOTA

Affiant being first duly sworn deposes and says:

1. I am over the age of 18 and otherwise competent to make this affidavit.

2. I am the incorporator for Etilab USA, Inc. and have filed the Articles of Dissolution of Etilab USA, Inc., as no stock has been issued nor directors or officers elected.

3. I do not wish to reinstate the corporation, Etilab USA, Inc., thereby, permitting the assumption of the name by the limited liability company of etilab usa, L.C.

FURTHER AFFIANT SAYETH NAUGHT.

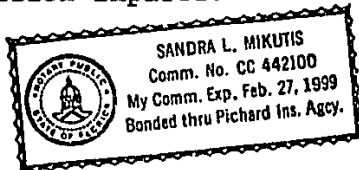

John W. Chapman, Jr.


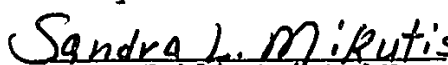
BEFORE ME, the undersigned authority, personally appeared John W. Chapman, Jr., who is personally known to me and who executed the foregoing instrument and did not take an oath.

SWORN TO AND SUBSCRIBED before me on April 3, 1997.

My Commission Expires:

(SEAL)




Notary Public

Notary Public Printed Name

**ARTICLES OF ORGANIZATION
FOR THE LIMITED LIABILITY COMPANY
OF
etilab usa, L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 PM 1:40

The undersigned, acting as the organizers of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby form a Florida limited liability company (this "Company") pursuant to the Act and hereby set forth the following Articles of Organization (these "Articles"):

**ARTICLE I
Name**

The name of this Company shall be: etilab usa, L.C.

**ARTICLE II
Commencement Date and Duration**

This Company shall commence on the date of filing these articles and shall continue for a period of thirty (30) years from the commencement date, or until dissolved by its members or manager in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

1. Expiration of the term specified above;
2. Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining member; and
3. Unanimous written consent of all of the members.

**ARTICLE III
Purposes**

This Company is created and formed for the purpose of engaging in all lawful businesses authorized for a Company pursuant to Section 608.403 of the Act.

**ARTICLE IV
Place of Business**

The principal place of business of this Company shall be 4405 Independence Court, Sarasota, Florida 34234 and such other place or places as may be designated by the manger from time to time.

ARTICLE V
Registered Agent and Office

The initial registered agent for this Company shall be Peter Kuschnitzky and the address of the registered agent for service of process shall be 4405 Independence Court, Sarasota, Florida 34234.

ARTICLE VI
Capital Contributions

a. **Initial Capital.** The initial capital of this Company shall consist of the sum of cash of TWENTY THOUSAND DOLLARS (\$20,000.00).

b. **Additional Capital Contributions.** Additional capital contributions, if any, shall be made by the members and at the times as determined by written agreement among the members or in accordance with the Operating Agreement and Regulations adopted and approved by the members, and may be made in cash or in property.

c. **Return of Capital.** The capital contribution of any member may be returned in accordance with the provisions of Section 608.427 of the Act. A member shall be entitled to a return of his capital contribution by Consent of all members.

ARTICLE II
Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement and Regulations adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Operating Agreement and Regulations.

ARTICLE VIII
Continuation of Business

The members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

etilab usa, L.C. Articles p.3

ARTICLE IX
Management of Business

The management of this Company shall be vested entirely in its manager. The name and address of its sole manager who shall serve until the first annual meeting of members or until his successor is duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Peter W. Kuschnitzky	4405 Independence Court Sarasota, FL 34234

The manger(s) shall be elected by the members of this Company at its annual meeting each year by majority vote relative to their capital interest in this Company as set forth in the Operating Agreement and Regulations.

ARTICLE X
Powers

This Company shall have all of the powers and authorities set forth in Section 608.404 of the Act.

ARTICLE XI
Property

a. **Ownership.** All property originally paid or brought into, or transferred to, this Company as contributions to capital by the members, or subsequently acquired by purchase or otherwise on account of this Company shall be the property of this Company.

b. **Title.** The title to all property of the Company shall be held in the name of this Company.

c. **Conveyances.** The manger(s) are hereby authorized to convey and obtain title to all real and personal property of whatever nature by the execution on behalf of this Company of any and all agreement, deeds, mortgages, trust agreements, indentures, leases, conveyance documents and all other certificates, instruments and documents as are necessary, reasonable or desirable to obtain title or convey title to any real or personal property whatsoever. Such execution shall be made by a majority of the manger if there is more than one. The signature and execution of such documents shall clearly set forth that the execution is on behalf of this Company and the manager is signing on its behalf as manager. The following form of signature shall be used for obtaining or conveying title to any real or personal property:

etilab usa, L.C. Articles p.4

By: _____
Peter W. Kuschnitzky as Managing Member

No third party need inquire any further than these Articles of Organization for authorization as to the form of conveyance on documents for title to real or personal property.

ARTICLE XII **Amendments**

These Articles of Organization, except with respect to vested rights of the members, may be amended at any time either by (a) vote by a majority in interest of its members, or (b) vote of a majority of its managers; and such amendments shall be filed with the Florida Department of State in accordance with the provision of Section 608.411 of the Act.

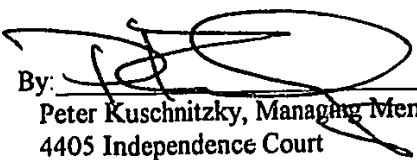
ARTICLE XIII **Regulations**

The managers are hereby authorized and directed to prepare and adopt an Operating Agreement and Regulations for the governing of the internal affairs of this Company containing such provision as they consider necessary, reasonable or desirable, except that no provisions of such Operating Agreement and Regulations may conflict with the provisions of these Articles of Organization, unless other wise permitted herein. The power to adopt, alter, amend or repeal the Operating Agreement and Regulations shall be set forth in the Operating Agreement and Regulations, except that the initial form shall be approved by all the members.

ARTICLE XIV **Contracting Debts**

No debt shall be contracted nor liability incurred by or on behalf of this Company except by its managers and no member is authorized or empowered to contract debts or incur liabilities on behalf of this Company unless such member is also a manager.

IN WITNESS WHEREOF, the undersigned organizer of etilab usa, L.C. has executed these Articles of Organization this 2nd day of March, 1997.

By: 
Peter Kuschnitzky, Managing Member
4405 Independence Court
Sarasota, Florida 34234

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 PM 1:40

BEFORE ME, the undersigned authority personally appeared Peter Kuschnitzky a member of etilab usa, L.C., a Florida limited liability company, who upon being duly sworn, certified as follows:

1. etilab usa, L.C. has two (2) members.

2. The amount of current and anticipated capital contributions made by the members to etilab usa, L.C., in the aggregate is Twenty thousand Dollars (\$20,000) as follows:

Peter Kuschnitzky \$12,000.00 (60%)

Ditmar Knote \$8,000.00 (40%)

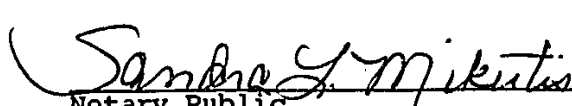
By: 

Peter Kuschnitzky, Managing Member
4405 Independence Court
Sarasota, FL 34234

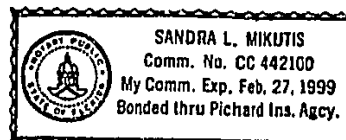
STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 3rd day of January, 1997, by Peter Kuschnitzky, as a member of etilab usa, L.C., a Florida limited liability company. Said individual is personally known to me; or has produced _____ I.D. as identification.


Notary Public

Date of Expiration and Number _____



ACCEPTANCE BY REGISTERED AGENT

for

etilab usa, L.C.

PETER W. KUSCHNITZKY

Having been named as Registered Agent in Article V of the Articles of Organization of Limited Liability Company, 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.

SIGNATURE



Peter W. Kuschnitzky
4405 Independence Court
Sarasota, Florida 34234

DATE

3/2/77

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -7 PM 1:40