

L97000001372

John E. Lux

Lux Investor Services Corp.

Requestor's Name

706 N. Glenwood Ave.

Address

Clearwater, FL 33755

City/State/Zip

Phone #

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Petro-Life, L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

597-26167

Name Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgement	KWM
W. P. Verifier	KWM



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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November 19, 1997

LUX INVESTOR SERVICES CORP.
ATTN: JOHN E. LUX
706 N. GLENWOOD AVE.
CLEARWATER, FL 33755

SUBJECT: PETRO-LIFE, L.C.
Ref. Number: W97000026167

We have received your document for PETRO-LIFE, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There are two registered agent listed for this entity. If John Lux is the agent, his signature is needed. If David Wakeen is the agent please amend section 5.,

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 (850) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 997A00055516

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Articles of Organization of Petro-Life , L.C.

The undersigned 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 serve as the Charter and authority for the conduct of business of the Limited Liability Company.

* Section 1. Name. The name of the Company is Petro-Life, L.C.

* Section 2. Duration. The Company's period of duration is until twenty years after its formation, or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the Members.

Section 3. Purpose and Powers. The purpose of the Company is to engage in any lawful business, except banking, insurance or trust company. The Company shall have all of the powers of a Limited Liability Company granted by Florida law.

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the Limited Liability Company is authorized to transact, shall be as follows:

1. Sue or be sued or complain or defend, in its name.
2. Purchase, take, receive, lease subscribe for, or otherwise acquire, own hold, improve, vote, use, or otherwise deal in or with real or personal property, or an interest in real or personal property or any legal or equitable property, wherever located.

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3. Sell, convey, mortgage, pledge, create a security interest in, lease exchange, land, or otherwise dispose of, all or any part of its property or assets.

4. Make contracts or guarantees, or incur liabilities, borrow money, issue its notes, bonds, or other obligations, secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of outstanding stock of which is owned directly or indirectly by the contracting company; a corporation which owns, directly or indirectly a minority of the outstanding stock of the contracting company; or a corporation the majority of the outstanding stock of which is owned directly or indirectly by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting company which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company.

5. Lend money, invest or reinvest its funds, or receive and hold real or personal property as security for repayment.

6. Conduct its business, locate offices, and exercise the powers granted by the Florida Limited Liability Company Act within or without this State.

7. Elect or appoint Managers and agents of the Limited Liability Company, define their duties, fix their compensation, and lend them money and credit.

8. Make and amend its Regulations, not inconsistent with its Articles of Organization or with the laws of this State, for the administration and regulation of the affairs of the Company.

9. Make donations to the public welfare or for charitable, scientific, or educational purposes.

10. Indemnify a Member or Manager or any other person as provided in these Regulations against expenses actual and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or

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criminal, in which he or it is made a party.

12. Cease its activities and surrender its Articles of Organization.

13. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Company is organized.

14. Transact any lawful business that will aid governmental policy.

15. Pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its Managers and employees.

16. Be a promoter, incorporator, partner, Members, associate, or Manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust or other entity.

17. Make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the Company.

To engage in any activity or business authorized under the Florida Statutes.

19. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

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 expresses, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorize or permit, or purport 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 Florida law, lawfully carry on, exercise or do.

Section 4. Principal Office. The mailing address and the street address of the principal office of the Limited Liability Company is 706 N. Glenwood Ave, Clearwater, Florida 33755.

Section 5. Registered Agent. The name and street address of the initial registered agent in the state is David Wakeen, 706 N. Glenwood Ave, Clearwater Florida 33755

This registered agent has made a statement in writing in the form and manner prescribed by the Department of State accepting appointment as a registered agent simultaneously with his being designated, and this statement is attached. The statement of acceptance states that the registered agent is familiar with, and accepts the obligations of that position.

Section 6. Additional Members. The right of the Members to admit additional Members is that the Company may admit additional Members by action of the Managers and the terms and conditions of admission are to be determined by the Managers, under the provisions of the Regulations.

Section 7. Right to Continue the Business. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Manager or the occurrence of than other event which terminates the continued Membership of a Manager in the Limited Liability Company, the remaining Members of the Limited Liability Company may vote to continue the business.

Section 8. Management. The Company is managed by a Manager or Managers, and the names and addresses of the Managers who are to serve as Managers until the first annual meeting of Members or until their successors are elected and qualify are as follows:

David Wakeen, 512 Cleveland Street, MS 205, Clearwater, Florida 33755.

John E. Lux, 706 North Glenwood Avenue, Clearwater, Florida 33755.

The Managers shall each have one vote as to the management of the Company and the conduct of the business of the Company.

The Managers shall designate a Manager or Managers to serve as Tax Matters Managers. The Tax Matters Managers shall be succeeded upon death or unwillingness or inability to act as shall be determined by the Managers, or in their absence by the Members.

The Tax Matters Managers shall have the following rights and duties:

A. To provide to the Internal Revenue Service any or all information which is within the knowledge of the Tax Matters Manager as to the organization operations and/or liquidation of the Limited Liability Company.

B. To adjust, arbitrate, negotiate, compromise, sue or defend, abandon or otherwise deal with and settle any and all claims in favor of or against the Managers and the Limited Liability Company as the Tax Matters Managers shall deem proper which shall directly relate to the organization, operations, and/or liquidation of the Limited Liability Company.

C. To do all other things which may be granted to the Tax Matters Managers by Internal Revenue Code Sections 6221 through 6232, as they may be now or hereafter amended or supplemented.

At the first annual meeting of Members and at each annual meeting thereafter, the Members shall elect Managers to hold office until the next succeeding annual meeting, except if there has been a classification of Managers. Each Member shall hold office for the term for which he is elected and until his successor has been elected and qualified.

The number of Managers shall be determined by the Regulations. When there are four or more Managers, the Managers shall be divided into classes, each class to be as nearly equal in number as possible, the term of office of Managers of the first class to expire at the first annual meeting of Members after their election, that of Managers of the second class to expire at the second annual meeting after their election that of Managers of the third class to expire at the third annual meeting after their election, and that of Managers of the fourth class, if any, to expire at the third annual meeting after their election. At each annual meeting after such classification, the number of Managers

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equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the second succeeding annual meeting or until the third succeeding annual meeting, if there are three classes, or until the fourth succeeding annual meeting, if there are four classes.. No classification of Managers shall be effective prior to the first annual meeting of Members.

Any vacancies occurring in the group of Managers shall be filled by written agreement of a majority of the remaining Managers. A Manager chosen to fill a vacancy shall serve the unexpired term of his predecessor in office. Any Manager's position to be filled by reason of an increase in the number of Managers shall be filled by written agreement of a majority of the Managers then in office or by election at an annual meeting or at a special meeting of Members called for that purpose. A Manager chosen to fill a position resulting from an increase in the number of Managers shall hold office until the next annual meeting of Members and until his successor has been selected and qualified.

At a meeting called expressly for that purpose, all Managers or any lesser number may be removed, with or without cause, in the manner provided in the Regulations. If the Regulations do not provide for the removal of Managers with or without cause, then all Managers or any lesser number may be removed with or without cause by a vote of the majority of the Members then entitled to vote at an election of Managers, by Class of Manager.

Section 9. Indemnification. The Limited Liability Company shall indemnify against liability incurred in any proceeding an individual made party to the proceeding because he is or was a Manager if: (i) he conducted himself in good faith; (ii) he reasonably believed (a) in the case of conduct in his official capacity, that his conduct was in the Limited Liability Company's best interest; or (b) in all other cases, that his conduct was at least not opposed to the Limited Liability Company's best interests; and (iii) In the case of any criminal proceeding, he had no reasonable cause to believe that his conduct was unlawful.

The Limited Liability Company shall indemnify a Manager of the Limited Liability Company who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he was a party, against reasonable expenses incurred by him in connection with the proceeding.

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A Manager who is or was a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction.

The Limited Liability Company shall pay for or reimburse the reasonable expenses incurred by a Manager who is a party to a proceeding in advance of the final disposition of the proceeding if: (i) the Manager furnishes the Limited Liability Company a written affirmation of his good-faith belief that he has met the standard of conduct required; (ii) the Manager furnishes the company a written undertaking, executed personally or on his behalf, to repay the advance if it is determined that he did not meet such standard of conduct; and (iii) a determination would not preclude indemnification.

Any indemnification of or advance of expenses to a Manager in accordance with this Section, if arising out of a proceeding by or on behalf of the Limited Liability Company, shall be reported in writing to the Members with or before the notice of the next Members' meeting.

Section 10. Meetings of Members. Meetings of Members may be held at such place, either within or without this state, as may be stated in or fixed in accordance with the Regulations. If no other place is stated or so fixed, all meetings shall be held at the registered office of the Limited Liability Company.

An annual meeting of the Members shall be held at such time as may be stated or fixed in accordance with the Regulations. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Limited Liability Company.

Special meetings of the Members may be called by any Manager or Managers, by not less than one-half of all of the Members entitled to vote at the meeting, or by such other persons as may be provided in the Regulations.

Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose for which the meeting is called shall be delivered not less than ten days nor more than ninety days before the date of the meeting, either personally or by mail, by or at the direction of any Manager or person calling the meeting to each Member of record entitled to vote at such meeting.

Section 11. Notice to Members. If mailed, shall be deemed delivered to any Member when deposited in the United States mail, addressed to the Member, with postage prepaid, but if three successive letters mailed to the last-known address of any Member are returned as undeliverable, no further notices to such Member shall be necessary until another address for such Member is made known to the Limited Liability Company

When a meeting is adjourned to another time or place, unless the Regulations otherwise require, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Limited Liability Company may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, a notice of the adjourned meeting shall be given to each Member entitled to vote at the meeting.

When any notice is required to be given to any Member of the Limited Liability Company under the provisions of this Article or the Regulations of the Limited Liability Company, a waiver thereof in writing signed by the person entitled to such notice whether before, at, or after the time stated therein, shall be equivalent to the giving of such notice.

By attending a meeting, a Member:

A. Waives objection to lack of notice or defective notice of such meeting unless the Member, at the beginning of the meeting, objects to the holding of the meeting or the transacting of business at the meeting.

B. Waives objection to consideration at such meeting of a particular matter not within the purpose or purposes described in the meeting notice unless the Member objects to considering the matter when it is presented.

Section 11. Voting. Subject to the provisions of these Articles which require majority or unanimous consent, vote, or agreement of the Members, the Regulations may grant to all or a specified group of the Members the right to consent, vote, or agree on a per capita or other basis, upon any matter.

Unless the Regulations provide otherwise, any Member may vote in person or by proxy.

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Unless otherwise provided in the Regulations, a majority of the Members entitled to vote shall constitute a quorum at the meeting of Members. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater proportion or number or voting by classes is required by this Section, the Articles of Organization, or the Regulations. If a quorum is not represented at any meeting of the Members, such meeting may be adjourned for a period not to exceed sixty days at any one adjournment.

Section 12. Action by Members Without a Meeting. Unless the Regulations provide otherwise, action required or permitted by this Article to be taken at a Member's meeting may be taken without a meeting if the action is evidenced by one or more written consents describing the action taken, signed by each Member entitled to vote. Action taken under this Section is effective when all Members necessary to carry the measure have signed the consent, unless the consent signifies a different effective date.

Written consent of the Members entitled to vote has the same force and effect as a vote of such Members and may be stated as such in any document.

Section 13. Capital Contributions. Capital Contributions in the amount of \$1,000 cash shall be paid to the Limited Liability Company by the two initial Members in equal shares. Additional contributions will be made as required for business purposes, as determined by the Managers. Members will make contributions in equal shares. The two initial Members are:

David Wakeen, 512 Cleveland Street, MS 205, Clearwater, Florida 33755.

John E. Lux, 706 North Glenwood Avenue, Clearwater, Florida 33755.

Section 14. Profits and Losses. (a) Profit Sharing. The Members shall be entitled the net profits from the operations of the Limited Liability Company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each Member shall be entitled to the distributive share of profits specified as specified in the Regulations.

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The distributive share of the profits shall be determined and paid to the Members within 15 days after the end of each calendar quarter unless otherwise provided in the Regulations or so determined by the Managers.

(b) Losses. All losses that occur in the operation of the Limited Liability Company business shall be paid out of the capital of the Limited Liability Company and the profits of the business.

Section 15. Distribution of Capital. A Member shall not receive out of Limited Liability Company property any part of his or her contribution to capital until:

A. All liabilities of the Limited Liability Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them.

B. The consent of all Members is had, unless the return of the contribution to capital may be rightfully demanded as provided in these Articles of Organization.

Subject to the provisions of this Section, a Member may rightfully demand the return of his or its contribution:

A. On the dissolution of the Limited Liability Company;

B. When the date an event specified in the Articles of Organization for the turn or the contribution has arrived; or

C. After the Member has given all Managers of the Limited Liability Company six months prior notice in writing.

Unless he or she has the consent of all Members of the Limited Liability Company, a Member, irrespective of the nature of his or her contribution, has only the right to demand and receive cash in return for his or her contribution to capital.

Section 16. Dissolution. A Member of a Limited Liability Company may have the Company dissolved and its affairs wound up when:

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A. The Member rightfully but unsuccessfully has demanded the return of his or her contribution.

B. The other liabilities of the Limited Liability Company have not been paid or the Limited Liability Company property is insufficient for their payment, and the Member otherwise would be entitled to the return of his or her contribution.

A Member shall not receive out of Limited Liability Company property any part of his or her contribution to capital until:

A. All liabilities of the Limited Liability Company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the Limited Liability Company remains to pay them.

B. The consent of all Members is had, unless the return of the contribution to capital may be rightfully demanded as provided in these Articles.

Section 17. Priority of Distributions Upon Dissolution. In settling accounts after dissolution, the liabilities of the Limited Liability Company shall be entitled to payment in the following order of priority:

A. Those liabilities to creditors, in order of priority as provided by law, except those liabilities to Members of the Limited Liability Company on account of their contributions;

B. Those liabilities to Members of the Limited Liability Company in respect of their shares of the profits and other compensation by way of income on their contributions; and

C. Those liabilities to Members of the Limited Liability Company in respect of their contributions to capital.

Subject to any statement in the Regulations, Members shall share in the Limited Liability Company assets in respect to their claims for capital and in respect to their claims for profits or for compensation by way of income on their contributions, respectively, in proportion to the respective amounts of the claims.

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Section 19. Transferability of a Member's Interest. Subject to the provisions of these Articles of Organization or the Regulations, an interest of a Member in a Limited Liability Company may be transferred or assigned. However, if all of the Managers of the Limited Liability Company other than the Member proposing to dispose of his or its interest do not approve of the proposed transfer or assignment by unanimous written consent, the transferee of the interest of the Member shall have no right to participate in the management of the business and affairs of the Limited Liability Company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which that Member would otherwise be entitled.

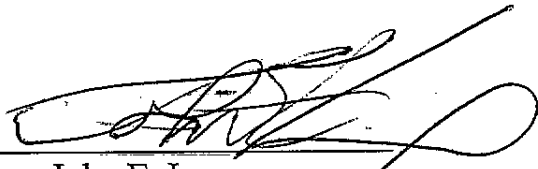
Section 20. Restrictions on Membership. Unless otherwise provided in the Regulations, no person shall become a Member unless actively engaged in the business of the Company and no entity shall become a Member unless it designates an individual agent to be actively engaged in the business of the Company.

Section 21. Classes of Membership. Unless otherwise provided in the Regulations, the Managers shall have the authority divide the Memberships into classes and to determine the terms and conditions of Membership for each class.

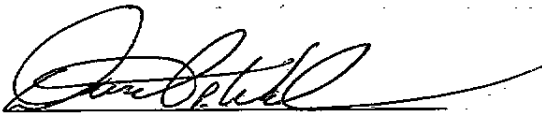
Section 22. Liability. Neither the Members of the Limited Liability Company nor the Managers of the Limited Liability Company shall be liable under a judgment, decree or order of a court, or in any other manner, for a debt, obligation, or liability of the Limited Liability Company, except as provided by the Florida Limited Liability Company Act.

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We, the undersigned, being the persons forming the Limited Liability Company and being hereinbefore named, for the purpose of forming a Limited Liability pursuant to the Business Organizations Law of the State of Florida, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein as stated are true, and accordingly have hereunto set our hands this 14 day of November, 1997.

A handwritten signature in black ink, appearing to read "John E. Lux", written over a horizontal line.

John E. Lux

A handwritten signature in black ink, appearing to read "David Wakeen", written over a horizontal line.

David Wakeen

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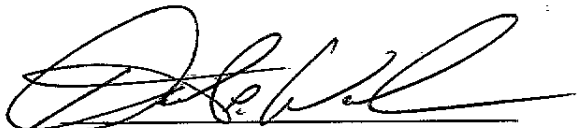
Affidavit of Membership and Contributions

State of Florida)
) ss
County of Pinellas)

In compliance with FS Section 608.407(2), the undersigned member or authorized representative of a member of Petro-Life, L.C. deposes and says:

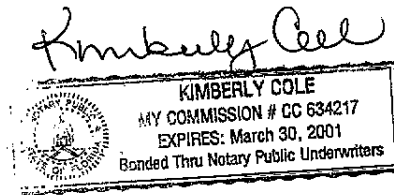
1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$1,000.
3. If any, the agreed value of property other than cash contributed by the members is \$1.00. A description of the property is attached as Exhibit I and made a part of this affidavit.

The total amount of cash or property anticipated to be contributed by the members is \$20,000,000. This total includes the amounts from 2 and 3 above.


Member

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The foregoing instrument was acknowledged before me this 14 day of November, 1997 by David Wakeen, member, on behalf of Petro-Life, L.C., a limited liability company. He is personally known to me or has produced a Florida driver's license as identification.



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Exhibit I
Description of Property

Consulting Contract of Bio-Engineering International, Inc.

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Statement Designating Registered Agent and Office

State of Florida)
) ss
County of Pinellas)

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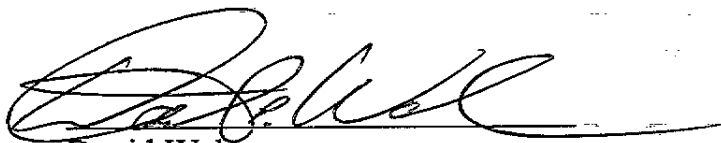
In compliance with FS Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is Petro-Life, L.C.

The name of the registered agent is David Wakeen and the street address of the company's principal office where the agent is located is 706 N. Glenwood Ave, Clearwater Florida 33755.

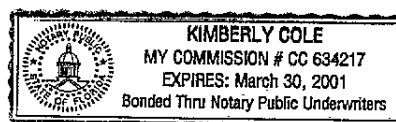
This statement is to acknowledge that, as indicated above, Petro-Life, L.C. has appointed me, David Wakeen, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. 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.

Dated: 14 NOV 97


David Wakeen

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The foregoing instrument was acknowledged before me this 14 day of November, 1997 by David Wakeen, registered agent on behalf of Petro-Life, L.C., a limited liability company. He is personally known to me or has produced Florida Divers License as identification.



Kimberly Cole