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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: PEGGY MARINELLI
PHONE: (305)854-5900

ACCT#: 075410000050

FAX #: (305)857-9322

NAME: BIOMECHANICAL DESIGN TECHNOLOGIES, L.C.

AUDIT NUMBER.....H98000011708

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**ARTICLES OF ORGANIZATION
OF
BIOMECHANICAL DESIGN TECHNOLOGIES, L.C.**

The undersigned, a member of a limited liability company under the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for BIOMECHANICAL DESIGN TECHNOLOGIES, L.C. (the "Company"):

ARTICLE ONE

NAME

The name of the Company is BIOMECHANICAL DESIGN TECHNOLOGIES, L.C.

ARTICLE TWO

DURATION

The duration of the Company will be perpetual.

ARTICLE THREE

ADDRESS

The mailing address of the Company is:

2076 White Oak Drive
Stowe, OH 44224

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

2501 N.W. 59th Street
Boca Raton, FL 33496

Prepared by:
Stephen P. Johnson, Esq.
Florida Bar No. 0136387
2601 So. Bayshore Dr., 19th Fl.
Miami, Florida 33133
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ARTICLE FOUR

INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial registered agent of the Company is Cober Corporate Agents, Inc., 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133.

ARTICLE FIVE

MANAGEMENT

The management of the Company is reserved to its members. The name and address of the managing member is:

Zachary B. Suttin

2076 White Oak Drive
Stowe, OH 44224

ARTICLE SIX

ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admission of new members shall be governed by the Company's regulations.

ARTICLE SEVEN

MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall in accordance with the terms and conditions contained in the Company's regulations have the right to continue the business of the Company 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 of the Company.

ARTICLE EIGHT

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in


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connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned as of June 23, 1998.


Zachary B. Suttin, member

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for BIOMECHANICAL DESIGN TECHNOLOGIES, L.C. in the foregoing Articles of Organization, I, on behalf of Cober Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.,
a Florida corporation

By: *Karen P. Gordon*

Title: Treasurer

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H98000011708**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned, being a member of BIOMECHANICAL DESIGN TECHNOLOGIES, L.C., a Florida limited liability company (the "Company"), hereby deposes and says:

1. The Company has at least two (2) members.
2. The total amount of cash contributed to the Company by the members of the Company is \$1,000.00.
3. The agreed value of property other than cash contributed to the Company by the members of the Company, if any, is \$-0-.
4. The total amount of cash and property anticipated to be contributed to the Company by the members of the Company, inclusive of the amounts set forth in 2 and 3 above, is \$1,000.00.

Zachary B. Suttin
Zachary B. Suttin, member

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 23rd day of June, 1998, by Zachary B. Suttin, a member of BIOMECHANICAL DESIGN TECHNOLOGIES, L.C., a Florida limited liability company, on behalf of the limited liability company, who is personally known to me.

NOTARY PUBLIC:

Sign: James P. MoskoskyPrint: JAMES P. Moskosky

State of Florida

My Commission Expires:



JAMES P MOSKOSKY
My Commission CC309919
Expires Aug. 11, 1998
Bonded by HAI
800-422-1866

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