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Sally S. Benson, P.A.

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11380 PROSPERITY FARMS ROAD
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SALLY S. BENSON
MEMBER OF FLORIDA BAR

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August 27, 1998

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

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****285.00 ****285.00

Re: NUTROMED L.L.C.

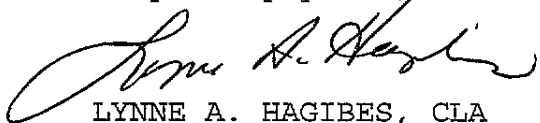
Dear Sir/Madame:

Enclosed is the originally-executed Articles of Organization of Nutromed, L.L.C., together with one copy thereof, with regard to the above proposed L.L.C. I have also enclosed my check in the amount of \$288.00 for the filing fees.

Please process this at your earliest opportunity and return the copy of the Articles of Incorporation to this office.

Thank you for your anticipated assistance. Should you have any questions, please do not hesitate to contact me.

Very truly yours,



LYNNE A. HAGIBES, CLA
Certified Legal Assistant

lah
Enclosures

Conflict # 994-93734
L98-2955

Name	241-
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 1, 1998

LYNNE A. HAGIBES
SALLY S. BENSON, P.A.
11380 PROSPERITY FARMS ROAD, SUITE 204
PALM BEACH GARDENS, FL 33410

SUBJECT: NUTROMED, L.L.C.
Ref. Number: W98000020018

We have received your document for NUTROMED, L.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):

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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 098A00045024

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**ARTICLES OF ORGANIZATION
OF
MILTON NUTROMED, L.L.C.**

The undersigned, desiring to form a limited liability company under the provisions of the laws of the State of Florida, hereby make, subscribe and acknowledge before a notary public, and file with the Secretary of State of the State of Florida, the following Articles of Organization for such company:

ARTICLE I - NAME

- a. The name of the limited liability company: MILTON NUTROMED, L.L.C.
- b. The name MILTON NUTROMED, L.L.C. was created by and is owned by member Mark J. Pasula. The members hereby acknowledge Mr. Pasula's ownership of the name and further agree upon dissolution of the company or withdrawal of Mr. Pasula that he shall retain and own the sole right to use and own the name for himself or in future companies and ventures. The company and its members agree to amend the name of their company upon the request of Mr. Pasula to make the name available for other use by Pasula.

ARTICLE II - PURPOSE

- a. The general nature of the business to be conducted and carried on by the company is for import and export of pharmaceuticals. The scope of the business other than specifically related activities shall not increase or expand to other projects or ventures without the consent of a majority of the members. Each member may engage in other ventures both during the existence of this company and thereafter whether similar or not, so long as each member

statutory responsibility to the company and to one another is maintained. The members are under no obligation to present additional opportunities or ventures to the company or each other.

b. To engage in every aspect and phase of each and every lawful business or operation permitted by the law of the State of Florida, including but not limited to the right and power to manufacture, distribute, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise acquire and to own mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest income, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.

c. To purchase, take and lease, or exchange, hire or otherwise acquire any real or personal property, rights, or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery stores or works, insofar as the same may be pertinent to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized; so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.

d. The company shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and other negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full authority to loan money and secure the payment thereof by accepting mortgages, personal endorsements or

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assignments of personal property or other security. It may be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated, so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.

e. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof, so long as any such action or activity is solely and specifically related to the project set forth in Paragraph (a) above.

f. To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under the said acts above recited under which it was organized. The said company may perform any part of its business outside the State of Florida or in any other states or colonies of the United States or in any foreign country or countries.

ARTICLE III - DURATION

This company shall exist commencing on the date of execution and acknowledgment of these Articles of Organization and will be effective upon filing. The duration of company shall be perpetual.

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ARTICLE IV - SHARING OF PROFITS AND LOSSES

The profits and losses of the company shall be shared among all then existing members of the limited liability company in accord with the ratio of the capital accounts of the members. It is anticipated that each member will contribute to the company with both cash and services. The contribution of cash by each member shall be as follows:

Mark J. Pasula	\$501.00
Wieslaw Kijek	\$499.00

While it is the goal of the members for each of them to contribute their services in roughly the same relative amounts as set forth above the members understand that it may not be possible to quantify the exact nature or amount of services contributed. Thus, in determining the nature or the amount of each individual members capital account for the purposes of allocating profits, losses, determining voting rights, determining management authority pursuant to Article VIII or the recovery of capital account amounts by a withdrawing member under Florida Statute 608.427, services rendered shall not be included in any calculation of the capital account.

The company may enter into separate contracts with its members setting forth specific non management services to be rendered and payment therefore. The consideration paid for the non management service shall not be considered a distribution of profits or of the capital account.

ARTICLE V - INITIAL MEMBERS OF THE COMPANY

This company will have two (2) members initially. The number of members may be either increased or diminished from time to time by the members but shall never be less than

two (2). Additional members shall be admitted only upon the majority consent of the then existing members and upon the terms and conditions set by those members. A member's interest in the company may not be assigned or transferred in whole or in part without the majority consent of the then existing members and upon the terms and conditions set by those members. The names and post office addresses of the initial members who, being subject to the provisions of the Articles of Organization, the Regulations of the company, and laws of the State of Florida, are as follows:

- 1). Mark J. Pasula
15865 79th Terrace North
Palm Beach Gardens, Fl. 33418
- 2). Wieslaw Kijek
Plock, Poland

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ARTICLE VI - AMENDMENT

This company reserves the right to amend any provision contained in these Articles of Organization or any amendment thereto. However, any such amendment must be by a 2/3 majority vote of the then existing members.

ARTICLE VII - RIGHTS OF REMAINING MEMBERS

The company shall be dissolved when continuing membership of any member in the limited liability company ceases by reason of death, retirement, resignation, expulsion, bankruptcy, dissolution of a corporate member or the occurrence of any other event which makes it impossible for a member to continue. However, the then remaining members of this limited liability company may continue the business of the limited liability company upon the majority consent of the remaining members so long as there remains at least two (2) remaining

members to continue the business. The remaining business shall be continued upon the terms and conditions set by the remaining members at the time of any such event or occurrence.

ARTICLE VIII - MANAGEMENT

The management of the limited liability company is reserved for its members. All management decisions shall be made by a majority of the members and all actions and powers set forth in Article II (b) - (f) may be made only by a majority of the members. Any combination of members holding greater than 50% of the combined capital account as described in Article IV shall be considered a majority for these purposes and all other purposes in these Articles. The names of the members are previously set forth in Article V. The corporate members may act only through the president of each respective member corporation. The members of the company shall have the power by a majority vote only, to adopt, amend, alter, or repeal Regulations which may contain any provisions for the regulation and operation of the affairs of the company that are not inconsistent with the applicable laws or these Articles.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

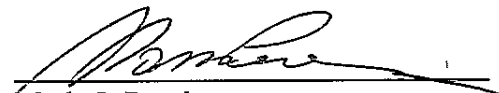
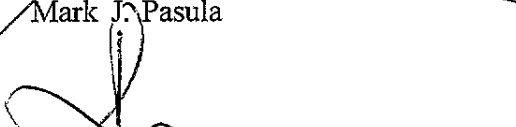
The street address of the initial registered office of this corporation is 15865 79th Terrace North, Palm Beach Gardens, Florida, 33418, and the name of the initial registered agent of this company at that address is Mark J. Pasula.

ARTICLE X - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the company shall be located at 15865 79th Terrace North, Palm Beach Gardens, Florida.

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IN WITNESS WHEREOF, the undersigned, being each and all of the original members of the company herein above named for the purpose of forming a limited liability company to do business both without and within the State of Florida do hereby make, subscribe, acknowledge and file these Articles of Organization, hereby declaring and certifying that the facts therein stated are true and correct, and have hereunto set our hands and seal this 17 day of August, 1998.


Mark J. Pasula

Wieslaw Kijek

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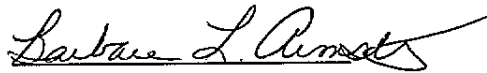
STATE OF _____)
COUNTY OF _____)

Before me, the undersigned authority personally appeared Mark J. Pasula, Phd. who is personally known to me and after being by me first duly cautioned and sworn, upon his oath, deposes and says that he is the party to the foregoing Articles of Organization and acknowledges the said execution by his free and voluntary act and deed, and that the facts therein stated are truly set out.

WITNESS my hand and official seal this 17 day of August, 1998.

Notary Stamp:

Notary Public



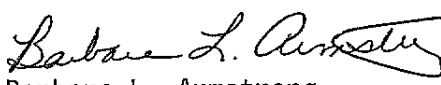
STATE OF THE REPUBLIC OF POLAND)
COUNTY OF CITY OF WARSAW)
COUNTRY OF EMBASSY OF THE UNITED STATES OF AMERICA) SS

Before me, the undersigned authority personally appeared Wieslaw Kijek who is personally known to me and after being by me first duly cautioned and sworn, upon his oath, deposes and says that he is the party to the foregoing Articles of Organization and

acknowledges the said execution by his free and voluntary act and deed, and that the facts therein stated are truly set out.

WITNESS my hand and official seal this 17th day of August, 1998.

Notary Stamp:


Barbara L. Armstrong
~~Notary Public~~
Consul of the United States of America
Commission indefinite

DESIGNATION OF REGISTERED AGENT

Pursuant to and in compliance with Chapter 48.091, Florida Statutes, the following is submitted:

^{MILTON}
That NUTROMED, L.L.C., desiring to organize under the laws of the State of Florida with its principal office in the City of Palm Beach Gardens, County of Palm Beach, State of Florida, as indicated in the Articles of Organization, has named Mark J. Pasula, 15865 79th Terrace North, Palm Beach Gardens, FLorida, as its agent to accept service of process within this state.

Dated: AUG 27, 98


Mark J. Pasula

Having been named to accept services of process for the above stated company, at the place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office and to comply with all provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of a Registered Agent.

Dated: AUG 27, 98.


MARK J. PASULA

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MILTON
NU TROMED, L.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 \$ 1,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 1,000.00
This total includes amounts from 2 and 3 above.


Signature of a member or authorized representative of a member.

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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