



THE UNITED STATES
CORPORATION
COMPANY

L99000000034

00789-00627-00671

ACCOUNT NO. : 072100000032

REFERENCE : 085115 81505A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 31, 1998

ORDER TIME : 11:44 AM

ORDER NO. : 085115-005

CUSTOMER NO: 81505A

CUSTOMER: Janet L. Shaver, Legal Asst
LINSKY & REIBER
LINSKY & REIBER
Suite 200
601 East Twigg Street
Tampa, FL 33602

DOMESTIC FILING

NAME: UTEK, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

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****285.00 ****285.00

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Name	J. L. S.
Availability	
Document	
Examiner	
Updater	
Underwriter	
Verifier	
Acknowledgment	
W. P. Verifier	

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DEC 31 1998
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 4, 1999

CSC

SUBJECT: UTEK, L.L.C.
Ref. Number: W99000000016

RESUBMIT

Please give original
submission date as file date.

We have received your document for UTEK, 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 document must contain the names and street addresses of the members or managers of the limited liability company.

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.

Michelle Hodges
Document Specialist

Letter Number: 899A00000030

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99 JAN -5 AM 9:07

**ARTICLES OF ORGANIZATION
OF
UTEK, L.L.C.**

The undersigned hereby certifies that the members have associated ourselves for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of said limited liability company.

**ARTICLE I
NAME**

The name of this limited liability company shall be UTEK, L.L.C., and its principal place of business shall be in the City of Plant City, County of Hillsborough, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this limited liability company shall be 202 South Wheeler Street, Plant City, Florida 33556.

**ARTICLE III
EXISTENCE**

This limited liability company shall be perpetual or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IV
MANAGEMENT**

Management of this limited liability company is reserved to the following members whose names and addresses are:

Clifford M. Gross, Ph.D. ,	202 S. Wheeler St., Plant City, FL 33556
Carl Nisser, LL.M, D.E.S.	Same as above
Arthur Chapnik	Same as above
Stuart Brooks, M.D.	Same as above
George Getz, C.P.A.	Same as above
Kwabena Gyinah-Brempong, Ph.D.	Same as above

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ARTICLE V
RESTRICTIONS ON MEMBERSHIP

There shall be no restrictions on membership. Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admissions to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member of the Company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

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ARTICLE VI
CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash, property, and/or services as set forth in the attached Exhibit "A". Additional contributions will be made as required for investment purposes, as determined by majority consent of the management of the company.

ARTICLE VII
LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

The undersigned, being an original member and manager of the foregoing limited liability company, does hereby certify that the foregoing constitutes the Articles of Organization of UTEK, L.L.C.

Executed by the undersigned at Tampa, Hillsborough County, Florida, on this 30th day of December, 1998.



CLIFFORD M. GROSS, Ph.D.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SWORN to and SUBSCRIBED before me by CLIFFORD M. GROSS, who is personally known to me and has taken an oath on this 30th day of December, 1998.
My commission expires:



Notary Public, State of Florida

Print, type, or stamp name of notary
Sam I. Reiber
My Commission CC652225

Expires June 03, 2001

☒ Personally known to me, or

☐ Produced identification

Type of identification produced

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TALLAHASSEE, FL 32399

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §608.415 or §608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.


1. The name of the limited liability company is UTEK, L.L.C.
2. The name and Florida street address of the registered agent are:

Sam I. Reiber, Esquire, 601 E. Twiggs Street, Suite 200, Tampa, Florida 33602.

ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent 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 his duties, and is familiar with and accept the obligations of the position of registered agent.

By: _____


SAM I. REIBER
Registered Agent

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TALLAHASSEE, FLORIDA

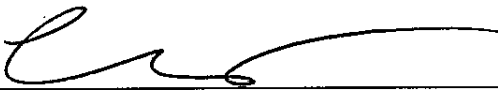
AFFIDAVIT OF UTEK CORPORATION

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared, CLIFFORD M. GROSS, who is personally known to me and who after being duly sworn according to laws deposes and says:


1. Affiant is president and a director of UTEK CORPORATION, a Florida corporation.
2. UTEK CORPORATION does not object to the establishment of a limited liability company under the name of UTEK, L.L.C., in the State of Florida.


Executed by the undersigned at Tampa, Hillsborough County, Florida, on this 30th day of December, 1998.


CLIFFORD M. GROSS, Ph.D.

SWORN to and SUBSCRIBED before me by CLIFFORD M. GROSS, on this 30th day of December, 1998.

My commission expires:


Notary Public, State of Florida

 Sam I Reiber
My Commission CC652225
Print, type, or Stamp name of notary

(☒) Personally known to me, or
() Produced identification
Type of identification produced

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TALLAHASSEE, FLORIDA

EXHIBIT "A"

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The undersigned member of UTEK, L.L.C. deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$10,000.00.
3. The agreed value of property other than cash contributed by members is -0-.
4. The amount of cash or property anticipated to be contributed by members is as follows:

Jack Alzenshtein	\$5,001.00
Johan Akerud	600.00
Albert J. anthony	7,650.00
Alain M. Boudet	7,650.00
Russell Brantman	7,650.00
Stuart Brooks	625.00
Tord Cederlund	45,000.00
Arthur Chapnik	625.00
Dawn Chapnik	66,000.00
Lord Chesam	20,127.00
Dodgebridge, Ltd.	45,000.00
Peter Ehmst	44,982.62
Sondra Finkle	9,000.00
William Foster	25,500.00
George Getz	1,125.00
Karen Getz	5,001.00
Clifford Gross	28,505.72
Kwabena Gyimag-Brempong	625.00
Ralph Harlington	44,982.63
Bo Hjelt	65,109.62
Doris Katcher	6,000.00
Arthur Knight	30,000.00
John Lloyd	500.00
Jonas Lonnroth	65,109.62
Christian Melin	1,500.00
O. Norma Nesheim	7,650.00
Carl Nisser	91,125.00
Eydie Nobel	9,000.00
Charles Proctor	7,650.00
Sam Reiber	1,000.00
Uwe Reischl	2,150.00

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Barbara Samson	31.28
Brian B. Schwartz	7,650.00
Dean Sheppard	7,650.00
Lupold Von Wendel	6,375.00
Diane Wiles	5,100.00

5. The total amount of 2, 3, and 4 is \$689,250.49.

In accordance with §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.



CLIFFORD M. GROSS, Ph.D.

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