

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • (904) 242-8062 • Fax (904) 222-1222

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*Inside out Technologies, LLC*

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STATE

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Name	Availability
Document	Examination
Updater	Updater
Verifier	Acknowledgment
W. P. Verifier	

Signature \_\_\_\_\_

Requested by: *WL*

Name \_\_\_\_\_

Date *3/31*

Time *11:00*

Walk-In \_\_\_\_\_

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\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

**ARTICLES OF ORGANIZATION FOR  
FLORIDA LIMITED LIABILITY COMPANY  
OF  
INSIDE-OUT TECHNOLOGIES, LLC**

The undersigned, as organizer, for the purpose of forming a limited liability Company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I - NAME**

The name of the Limited Liability Company shall be **INSIDE-OUT TECHNOLOGIES, LLC**, hereinafter referred to as the "Company."

**ARTICLE II - ADDRESS**

The principal place of business of the Company shall be:

7512 Dr. Phillips Blvd., Suite 50116  
Orlando, FL 32819

The mailing address of the Company shall be:

c/o Edward M. Livingston, Esq.  
P.O. Box 1599  
Winter Park, FL 32790

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**ARTICLE III - DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

#### ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the Company in the State of Florida is:

Edward M. Livingston  
628 Ellen Dr.  
Winter Park, FL 32789

#### ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A."

#### ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company at such times in and such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

#### ARTICLE II - ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTEREST)

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer interest in the Company as set forth in the regulations of the Company which shall provide for the consent of the other members. The transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VIII - TERMINATION OF EXISTENCE**  
**(CONTINUITY OF LIFE)**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

**ARTICLE IX - MANAGEMENT**

The Company shall be managed by a President/Manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization.

The name and address of the initial President/Manager of the Company is:

B. Jay Gallaty  
8011 Langhurst Ct.  
Orlando, FL 32835

The names and addresses of the members of the Company are:

<u>Name:</u>	<u>Address:</u>
Microcell Balance Systems, Inc.	8011 Langhurst Court Orlando, FL 32835
Biomate Holdings, LLC	c/o Dr. Ali M. Dakkak 13529 Mallard Cove Blvd. Orlando, FL 32837

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Winter Park, Orange County, Florida, for the foregoing uses and purposes this 30<sup>th</sup> day of March, 1999.

  
B. JAY GALLATY, Organizer

STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared B. Jay Gallaty, ☒ who is personally known to me; or        who produced        as identification; and who is to me known to be the person described in and who did take an oath.

WITNESS my hand and official seal this 30<sup>th</sup> day of March, A.D. 1999.

  
Notary Public  
My Commission Expires:

 Edward M. Livingston  
My Commission 00758371  
Expires August 15, 2002

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of **INSIDE-OUT TECHNOLOGIES, INC.**, as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

  
EDWARD M. LIVINGSTON  
Registered Agent

Date: 30 March 1999

**EXHIBIT "A"**

Member Contributions for the Florida Limited Liability Company known as:

**INSIDE-OUT TECHNOLOGIES, LLC**

<u>Member's Name:</u>	<u>Percentage of Ownership:</u>	<u>Capital Contribution:</u>
Microcell Balance Systems, Inc.	49.5%	Property equivalent to US\$153,000.00
Biomate Holdings, LLC	49.5%	US\$153,000.00

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The undersigned member as a member of **INSIDE-OUT TECHNOLOGIES, LLC**, deposes and says:

- THE AFFLIANT SAYS NOTHING FURTHER.

B. JAY GALLATY

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I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared B. Jay Ballaty, ☒ who is personally known to me; or        who produced        as identification; and who is to me known to be the person described in and who did take an oath.

Notary Public  
My Commission Expires:



Edward M Livingston  
My Commission CC758371  
Expires August 12, 2002