

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8067 Fax (850) 222-1222

L99000004667

macugen, LLC

400002944724--6

-07/29/99--01027--004

****337.50 ****337.50

RECEIVED
99 JUL 29 PM 9:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Signature _____

Requested by: LS

Name _____

Date

Time

Walk-In _____

Will Pick Up _____

- ____ 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

FILED
99 JUL 30 AM 11:07
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

56-30-99



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 29, 1999

CAPITAL CONNECTION

SUBJECT: MACUGEN, L.L.C.
Ref. Number: W99000017576

We have received your document for MACUGEN, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 099A00038674

RECEIVED
99 JUL 30 AM 11:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
Corrected

99 JUL 30 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF ORGANIZATION
FOR
MacuGen, L.L.C.**

ARTICLE I - Name:

The name of the Limited Liability Company is: MacuGen, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

4300 University Drive, Suite A-100
Lauderhill, Florida 33351

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: perpetual

ARTICLE IV - Management:

Jerry Orlan, managing member
4300 University Drive, Suite A-100
Lauderhill, Florida 33351

The management of the Limited Liability Company is reserved for its manager subject to the provisions, rights and limitations provided for in the Limited Liability Company's Regulations and Operating Agreement.

ARTICLE V - Admission of Additional Members:

Additional Members may be admitted upon such terms and conditions as the managing members shall determine.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 30 AM 11:01

FILED

ARTICLE VI - Member's Rights to Continue Business:

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, the remaining members of the Limited Liability Company may continue the business of the Limited Liability Company upon the unanimous agreement of the remaining managing members.

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



JERRY ORLAN, Managing Member of
MacuGen, L.L.C.

Dated: 7/16/99

99 JUL 30 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

MacuGen, L.L.C.


Affidavit of Membership and Contributions

This affidavit of membership and contributions is filed contemporaneously with the Articles of Organization of MacuGen, L.L.C.

The undersigned member, Jerry Orlan, certifies:

- (1) the above named Limited Liability Company has at least one member;
- (2) the total amount of cash contributed by the membership is: \$4,000;
- (3) the agreed value of property other than cash contributed by member(s) is: \$ - 0 -;
- (4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is: \$4,000.

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.


JERRY ORLAN, Managing Member of
MacuGen, L.L.C.

Dated: _____

7/16/99

FILED
99 JUL 30 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
MacuGen, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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:

MacuGen, L.L.C.

2. The name and the Florida street address of the registered agent are:

Jerry Orlan
4300 University Drive, Suite A-100
Lauderhill, Florida 33351

Having been named as registered agent and 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 my duties, and I am familiar with and accept the obligations of my position as registered agent.



JERRY ORLAN

Dated: _____

7/10/99

73410_1

FILED
99 JUL 30 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA