

Attorneys at Law

August 19, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/23/99--01081--009
****337.50 ****337.50

RE: Articles of Organization

Ladies and Gentlemen:

Enclosed for filing please find an original and one copy of Articles of Organization of ABS Biodiagnostics L.L.C. Also enclosed please find a check in the amount of \$337.50 to cover the filing fee and fee for a certified copy. Please mail the certified copy to me at the letterhead address above.

Thank you for your immediate attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.

Mark H. Mullen / ads

Mark H. Mirkin
MHM/ads

cc: Gary T. Wahl
Stephen A. Mendelsohn, Esq.

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TREASURY

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**ARTICLES OF ORGANIZATION
OF
ABS BIODIAGNOSTICS L.L.C.**

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes, as follows:

ARTICLE I

The name of this limited liability company is ABS Biodiagnostics L.L.C. (the "Company").

ARTICLE II

The Company shall have perpetual existence from the date of filing these Articles with the Florida Department of State, unless sooner terminated as provided in the Company's Regulations.

ARTICLE III

The mailing and street address of the principal place of business of the Company is 2326 West 78th Street, Hialeah, FL 33016. The Company may, in its discretion, at any time, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of the Company are Mark H. Mirkin, Esq., c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, FL 33401.

ARTICLE V

Management of the Company shall be vested in the managers, who shall serve until the first annual meeting of the members or until their successors have been duly elected and qualified to serve as provided in the Regulations. The name and mailing address of each manager are as follows:

Name	Address
1. Inocencio Gonzalez	2326 West 78 th Street Hialeah, FL 33016
2. Ellen Lavan	2326 West 78 th Street Hialeah, FL 33016

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3. Luis Rodriguez

2326 West 78th Street
Hialeah, FL 33016

4. Gary T. Wahl

15140 Meadhaven Street
Davie, FL 33331

ARTICLE VI

The business of the Company shall be dissolved on 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 in the Company, unless a majority in interest of the remaining members consent to the continuation of the business of the Company within ninety (90) days of the occurrence of any event which would otherwise terminate the existence of the Company.

IN TESTIMONY WHEREOF, the undersigned has hereunto set its hand this 19th day of August, 1999.

SANWAL, INC.

By: 

Gary T. Wahl, President

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**AFFIDAVIT OF
ABS BIODIAGNOSTICS L.L.C.**

COMES NOW ABS BIODIAGNOSTICS L.L.C., a Florida limited liability company (the "LC"), by a member, Sanwal, Inc., a Nevada corporation, which, pursuant to Florida Statutes Section 608.407(2) deposes and says:

1. The LC has three (3) members.
2. The amount of capital contributed by the initial members is forty five thousand dollars (\$45,000) paid in cash (\$5000), loans (\$15,000), and services (\$25,000).
3. The anticipated amount of the capital contributions of the members is forty five thousand dollars (\$45,000).

FURTHER AFFIANT SAYETH NOT.

Dated: August 19, 1999.

SANWAL, INC.

By: 

Gary I. Wahl, President

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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.061 and Chapter 608.407 of the Florida Statutes, the following is submitted:

That ABS BIODIAGNOSTICS L.L.C., a Florida limited liability company, with its registered office at c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, FL 33401, has named Mark H. Mirkin, Esq. at the above address as its initial registered agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, the undersigned hereby accepts to act in such capacity and agrees to comply with the applicable provisions of law.


Mark H. Mirkin, Esq.

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