

GEORGE C. PSETAS, P.A.

Attorney At Law

6710 Embassy Blvd, Suite 105

Port Richey, FL 34668

(727) 847-0477

Fax

(727) 845-3375

Spring Hill  
(352) 688-2117

Toll Free

(800) 320-4864

September 13, 1999

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

700002991427--5

-09/20/99-01116--007

\*\*\*337.50 \*\*\*337.50

Re: NuTech Laboratories, L.L.C.

Ladies and Gentlemen:

Enclosed please find the Articles of Organization for the above referenced corporation, NuTech Laboratories, L.L.C.

We have also enclosed our check in the amount of \$337.50, representative of the correct filing fee, designation of resident agent and certified copy.

Should you have any questions, please do not hesitate to contact me directly.

Sincerely,

GEORGE C. PSETAS

GCP\grt  
Enc.

99-6025

Name	OK
Availability	OK
Document	OK
Examiner	OK
Address	OK
Signature	OK
Witness	OK
Notary	OK
W. P. Verifier	OK

**ARTICLES OF ORGANIZATION  
OF  
NuTech LABORATORIES, L.L.C.  
(a Limited Liability corporation)**

We, the undersigned, natural persons of the age of eighteen (18) years or more, acting as the organizers of NuTech Laboratories, L.L.C. (The "Company"), under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopt the following Articles of Organization:

**ARTICLE 1 - NAME AND ADDRESS**

The name and address of the Company is:

NuTech Laboratories, L.L.C.  
6640 Embassy Boulevard  
Port Richey, FL 34668

**ARTICLE 2 - COMMENCEMENT AND DURATION OF EXISTENCE**

The existence of the Company will commence on the date of filing of these articles, and the existence of the Company will be perpetual.

**ARTICLE 3 - PURPOSE**

The Company may transact any or all lawful business for which a limited liability company may be organized under the Florida Limited Liability Act.

**ARTICLE 4 - INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the Company is 6710 Embassy Blvd., Suite 105, Port Richey, Pasco County, Florida 34668, and the name of the Company's initial resident agent at that address is GEORGE C. PSETAS.

**ARTICLE 5 - INITIAL CAPITAL CONTRIBUTION**

The total amount of cash or property to be initially contributed to the Company by its members shall be as follows:

<u>NAME OF MEMBER</u>	<u>CONTRIBUTION</u>
Larry Tanner	-0-
Joel Goldberg	\$25,000.00

#### **ARTICLE 6 - ADDITIONAL CAPITAL CONTRIBUTIONS**

The members shall make additional capital contributions, from time to time, as required by the Company's regulations.

#### **ARTICLE 7 - ADMISSION OF SUBSTITUTE OR ADDITIONAL MEMBERS**

Additional or substitute members may be admitted only upon the unanimous written approval of the members of the Company in a manner set forth in its regulations.

#### **ARTICLE 8 - MANAGEMENT OF COMPANY**

The business of the Company shall be managed by the Manager who shall be elected annually by the members of the Company in a manner set forth in the regulations. The Manager shall have the power and authority to act on behalf of the Company as provided in the Florida Limited Liability Act, including, specifically, without limitation, Section 608.404, Section 608.40(1), and Section 608.425, and shall also hold the offices and have the responsibilities accorded by the members which are more particularly described in its regulations and any other Agreement that may be entered into between the members and the Manager. The name and address of the initial Manager is as follows:

Larry Tanner  
6640 Embassy Blvd.  
Port Richey, FL 34668

The Manager shall serve in that capacity until the first annual meeting of members or until a successor is elected and qualified.

#### **ARTICLE 9 - REGULATIONS**

The power to adopt, alter, amend or repeal the regulations of the Company is vested exclusively in the members of the Company.

#### **ARTICLE 10 - INCORPORATORS**

The names and street address of the organizers executing these Articles of Organization:


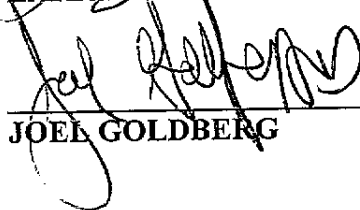
Larry Tanner - 6640 Embassy Blvd., Port Richey, FL 34668  
Joel Goldberg - 6640 Embassy Blvd., Port Richey, FL 34668

FILED  
SEP 20 PM 5:00  
CLERK OF STATE  
FLORIDA

**ARTICLE 11 - AMENDMENT OF ARTICLES OF ORGANIZATION**

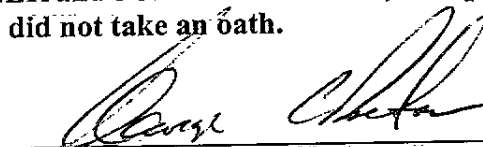
Any amendment to the Articles of Organization shall be approved by all the members, shall be as preached by the Secretary of State of Florida and shall be sworn and subscribed to by all the members of the Company. In the event that a new member is added by such an amendment, it also shall be signed by the additional member.

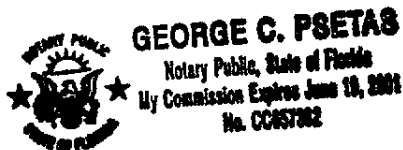
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this \_\_\_\_ day of September, 1999.

  
LARRY TANNER  
  
JOEL GOLDBERG

STATE OF FLORIDA  
COUNTY OF PASCO

The foregoing Articles of Organization were acknowledged before me this 9th day of September, 1999, by LARRY TANNER and JOEL GOLDBERG, who produced their driver's licenses as identification and who did not take an oath.

  
NOTARY PUBLIC, STATE OF FLORIDA



limited liability corp. art.

FILED  
22 SEP 20 PM 5:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

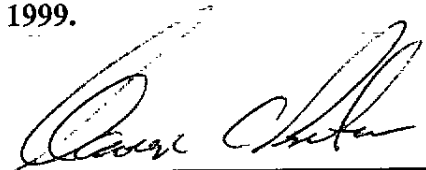
## ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 608.415 or 608.507, Florida Statutes, the following is submitted:

That NuTech Laboratories, L.L.C., desiring to organize as a limited liability company under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Organization, located at 6710 Embassy Blvd., Suite 105, Port Richey, Pasco County, Florida 34668, has named GEORGE C. PSETAS as its agent to accept service of process within the State of Florida.

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.

Dated this 9th day of September, 1999.

  
\_\_\_\_\_  
GEORGE C. PSETAS

FILED

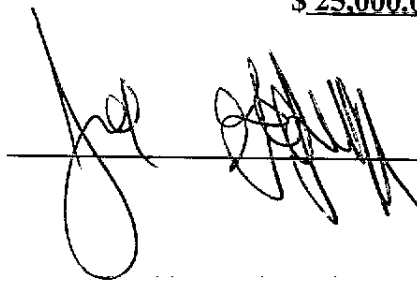
93 SEP 20 PM 5:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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

1. The above named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is     \$ 25,000.00
3. If any, the agreed value of property other than cash  
contributed by members is     \$ \_\_\_\_\_  
A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be  
contributed by members is     \$ \_\_\_\_\_
5. The total amounts of 2, 3, and 4, is     \$ 25,000.00



(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.)

FILED  
92 SEP 20 PM 5:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA