

L97000000308



ACCOUNT NO. : 072100000032

REFERENCE : 291323 85036A

AUTHORIZATION :

Patricia Pignotti

COST LIMIT : \$ ~~19250~~ 33150

*1200 Dollars to be made
3-13-97*

ORDER DATE : March 12, 1997

ORDER TIME : 2:37 PM

ORDER NO. : 291323-005

CUSTOMER NO: 85036A

CUSTOMER: Richard O. Jacobs, Esq
JACOBS FORLIZZO & NEAL, P.A.

Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

DOMESTIC FILING

NAME: SEVEN MFG. OAKS, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

FILED
97 MAR 12 AM 8 53

07 MAR 12 11 33

K.R. MAR 13 1997

FILED
97 MAR 12 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
SEVEN MFG. OAKS, LLC

The undersigned hereby certifies that the members named herein have associated together for the purpose of becoming a Limited Liability Company under Chapter 608, Florida Statutes, providing for the formation, rights, privileges and immunities of limited liability companies for profit and the following Articles of Organization are hereby adopted.

ARTICLE I.
NAME

The name of the Limited Liability Company (the "Company") shall be SEVEN OAKS MFG, LLC.

ARTICLE II.
DURATION; EFFECTIVE DATE

This Company shall exist for a period commencing as of the date on which these Articles of Organization are filed with the Department of State of the State of Florida and continuing in perpetuity.

ARTICLE III.
ADDRESS; PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company is 13577 Feather Sound Drive, Suite 300, Clearwater, Florida 34622-5547.

ARTICLE IV.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Company is Jacobs, Forlizzo & Neal, P.A., 13577 Feather Sound Drive, Suite 300, Clearwater, Florida 34622-5547, and the name of its initial registered agent at such address is A. R. Neal, Esquire.

ARTICLE V.
PURPOSE

This Company is organized for the following purposes:

- A. To engage in every aspect of the development, manufacture and marketing of pharmaceutical drugs for over the counter sale and for sale by prescription, and the performance of services ancillary thereto.

B. To invest its funds in real estate, mortgages, stocks, bonds and any other types of investments permitted by law.

C. To own real and personal property necessary for the rendering of services authorized under these Articles of Organization.

D. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the above-described purposes, either alone or in association with others, including matters incidental or pertaining to, or connected with, such purposes, provided the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE VI.
RIGHT TO ADMIT ADDITIONAL MEMBERS;
WITHDRAWAL OF MEMBERS

The Company shall have the right to admit new members by unanimous consent of all existing members on such terms and conditions as such members approve at the time of any such admission. An assignee of a member interest shall not be admitted as a member without the unanimous consent of all members. Contributions required of new members shall be determined as of the time of admission to the Company in accordance with the Regulations from time to time adopted by the members.

The members may further limit or make provision for the transfer of a member's interest in the Company in the Regulations.

A member of the Company may withdraw upon the occurrence of such events, and pursuant to such terms and conditions, as may be described in the Regulations.

ARTICLE VII.
CONTINUATION

Upon the 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 in the Company, the Company shall be dissolved and liquidated as provided in the Regulations unless the remaining members, by unanimous consent within seventy-five (75) days after the occurrence of the terminating event, vote to continue the business of the Company.

ARTICLE VIII.
MANAGEMENT

Management of the Company is reserved to its members and the names and addresses of the initial members are as follows:

Thomas Stanley	P.O. Box 1332 Auburndale, FL 33823
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Miriam Stanley	P.O. Box 1332 Auburndale, FL 33823
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ARTICLE IX.
REGULATIONS

The members of this Company shall have the power to adopt, alter, amend or repeal Regulations which may contain any provisions for the regulation and management of the affairs of this Company that are not inconsistent with applicable law or these Articles of Organization. The members shall also have the right to enter into an Operating Agreement, which shall be incorporated into and become a part of the Regulations of this Company.

ARTICLE X.
PROFITS AND LOSSES; DISTRIBUTIONS

The Company shall allocate its profits and losses, and shall make all distributions, in accordance with the Regulations.

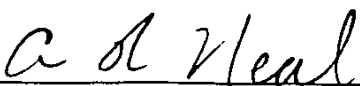
ARTICLE XI.
CLASSIFICATION FOR FEDERAL TAX PURPOSES

It is the intent of the members that the Company be classified and taxed as a partnership for federal tax purposes.

ARTICLE XII.
AMENDMENT

These Articles of Organization may be amended by a vote of members representing eighty percent (80%) of the ownership interests in the Company. The undersigned, being one of the initial members of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of SEVEN OAKS MFG, LLC.

Executed by the undersigned on the 10th day of March, 1996.




A. R. NEAL, ESQUIRE, as
Authorized Representative of a member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF PINELLAS

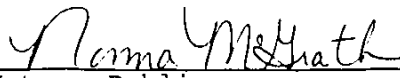
The undersigned authorized representative of a member deposes and says:

1. SEVEN OAKS MFG, LLC has at least two (2) members.
2. the total amount of cash contributed by the member(s) is \$100.00.
3. if any, the agreed value of property other than cash contributed by a member(s) is \$0.00. A description of the property is attached hereto and made a part hereof.
4. the total amount of cash and property anticipated to be contributed by members is \$100.00. This total includes the amounts from paragraphs 2 and 3 above.



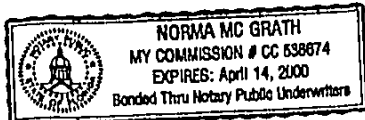
A. R. NEAL, ESQUIRE, as
Authorized Representative of a
member.

SUBSCRIBED AND SWORN TO
before me this 10th day
of March, 1996.



Notary Public

My Commission Expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, SEVEN OAKS MFG, LLC, a limited liability company organized under the laws of the State of Florida, submits the following statement designating its Registered Agent and Registered Office in the State of Florida.

1. The name of the Limited Liability Company is SEVEN OAKS MFG, LLC.

2. The name and address of the Registered Agent and Registered Office are:

A. R. Neal, Esquire
Jacobs, Forlizzo & Neal, P.A.
13577 Feather Sound Drive, Suite 300
Clearwater, Florida 34622-5547

Having been named as Registered Agent and to accept service of process for ALLERGY AFFILIATES, P.L. in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as Registered Agent. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.



A. R. Neal, Esquire

Date: March 10, 1996

FILED
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STATE OF FLORIDA
TALLAHASSEE