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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

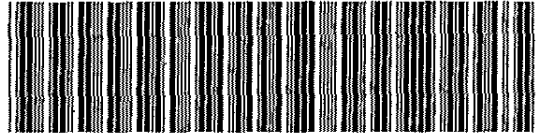
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TRANSMITTAL LETTER

2005 JUL 18' A 11: 59

TO: Registration Section
Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Quality Property Holdings, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

James G. Dibbini
(Name of Person)

Quality Property Holdings, LLC, c/o Dibbini & Cacace
(Firm/Company)

81 Main Street, Suite 205
(Address)

White Plains, New York 10601
(City/State and Zip Code)

For further information concerning this matter, please call:

James G. Dibbini at (914) 287-0700
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Quality Property Holdings, LLC
(Name of Foreign Limited Liability Company)

2. New York
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 37-1510941
(FEI number, if applicable)

4. May 26, 2005
(Date of Organization)

5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. June 17, 2005
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. Quality Property Holdings, LLC - c/o Dibbini & Cacace
81 Main Street, Ste. 205, White Plains, New York 10601
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here


9. The name and usual business addresses of the managing members or managers are as follows:

James G. Dibbini, 81 Main Street, Ste. 205, White Plains, New York 10601

MEG Holding Group, LLC c/o George Nukho - 578 South Broadway, Yonkers, 10705

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Real Estate


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
James G. Dibbini

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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:

Quality Property Holdings, LLC

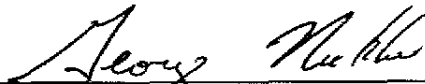
2. The name and the Florida street address of the registered agent and office are:

George Nukho
(Name)

5929 Tarpan Garden Circle, Unit 102
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Cape Coral FL 33904
City/State/Zip

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 as provided for in Chapter 608, Florida Statutes.


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)