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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VOQUEST, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

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-01/07/02--01032--014
*****78.75 *****78.75

Melissa K. Rice
(Name of Person)

Rice & Graus, PA
(Firm/Company)

1900 Main Street, Suite 300
(Address)

Sarasota, Fl. 34236
(City/State and Zip code)

For further information concerning this matter, please call:

Melissa K. Rice at (941) 954-1900
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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

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TALLAHASSEE, FLORIDA

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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. VQUEST, Inc. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Michigan (State or country under the law of which it is incorporated) 3. 65-0412719 (FEI number, if applicable)

4. November 1, 1996 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 8223 Lindbergh Court, Sarasota, Fl. 34243 (Principal office address)

8223 Lindbergh Court, Sarasota, Fl. 34243 (Current mailing address)

8. all lawful business (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Melissa K. Rice, Esq.

Office Address: 1900 Main Street, Suite 300

Sarasota, Florida 34236 (City) (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Handwritten signature of Melissa K. Rice (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Robert D. Barwick

Address: 8223 Lindbergh Court, Sarasota, Fl. 34243

Vice Chairman: _____

Address: _____

Director: Steven R. Barwick

Address: 8223 Lindbergh Court, Sarasota, Fl. 34243

Director: Gary L. Barwick

Address: 8223 Lindbergh Court, Sarasota, Fl. 34243

B. OFFICERS

President: Robert D. Barwick

Address: 8223 Lindbergh Court, Sarasota, Fl. 34243

Vice President: Gary L. Barwick

Address: 8223 Lindbergh Court, Sarasota, Fl. 34243

Secretary: and Vice President: Steven R. Barwick

Address: 8223 Lindbergh Court, Sarasota, Fl. 34243

Treasurer: Steven R. Barwick

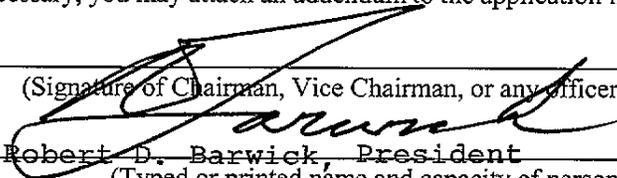
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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

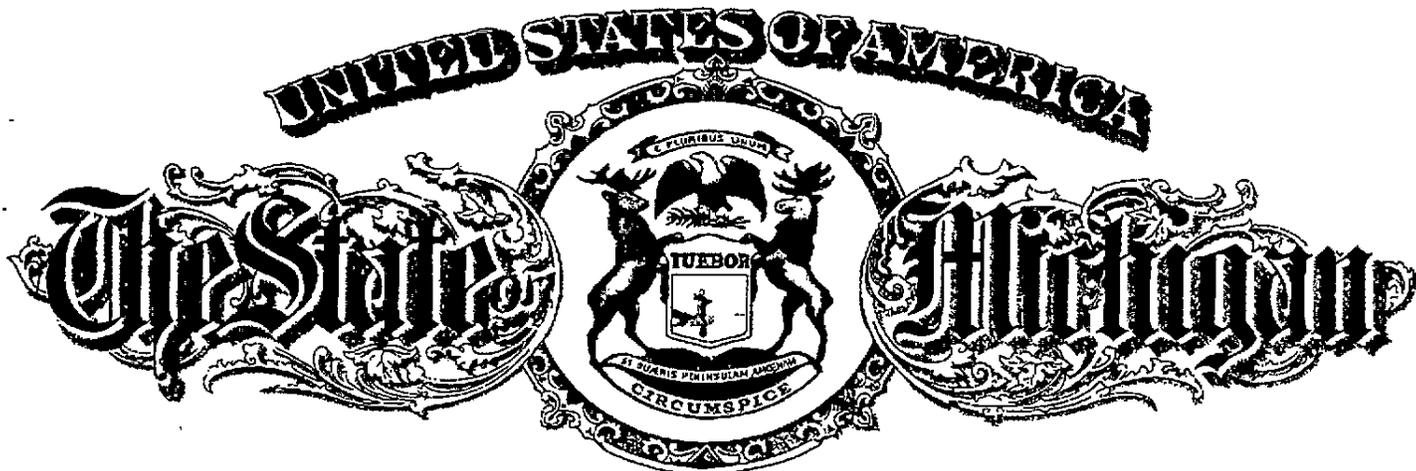
13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)



14. Robert D. Barwick, President

(Typed or printed name and capacity of person signing application)



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

VQUEST, INC.

was validly incorporated on November 1, 1996, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

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TALLAHASSEE, FLORIDA

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 18th day of December, 2001

Andrew S. Mitchell, Director

Bureau of Commercial Services