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ACCOUNT NO.: 072100000032

REFERENCE : 602070 5021572

AUTHORIZATION :

COST LIMIT : \$ 125.00

Patricia Pizito

ORDER DATE : February 25, 2000

ORDER TIME : 2:01 PM

ORDER NO. : 602070-005

CUSTOMER NO: 5021572

CUSTOMER: Ms. Jane Walker
GROCOCK & ABRAMSON
GROCOCK & ABRAMSON
Suite 200
126 East Jefferson Street
Orlando, FL 32801

00 FEB 25 PM 4: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

DOMESTIC FILING

NAME: QUEST CAPITAL PARTNERS, L.C.

EFFECTIVE DATE:

500003148305--5

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

JB
27500

STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB 25 PM 3: 07

RECEIVED

ARTICLES OF ORGANIZATION
OF
QUEST CAPITAL PARTNERS, L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the "Florida Limited Liability Company Act," do hereby adopt the following Articles of Organization for such company:

Article 1. Name. The name of this Company shall be Quest Capital Partners, L.C.

Article 2. Duration. The period of this Company's duration shall be perpetual, unless terminated earlier by the unanimous written agreement of all Members.

Article 3. Principal Address. The initial mailing and street address in this state of the principal office of this corporation is 37 N. Orange Avenue, Suite 500, Orlando, FL 32801.

Article 4. Registered Agent and Office. The name and address of the initial Registered Agent and the address of the principal and registered office for this Company are as follows:

Mark Szporka
37 N. Orange Avenue
Suite 500
Orlando, FL 32801

Article 5. Contributions to Capital. The total amount of cash or property contributed to the Company by its Members shall be One Thousand Dollars (\$1,000).

Article 6. Admission of Additional Members and Terms and Conditions of such Admissions. Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of this Company.

Article 7. Management of Company. The business of the Company shall be managed by Managing Directors and such other Managing Directors as may be elected by the voting Members. The voting Members shall have voting rights in proportion to their contributions to the capital of the Company, as adjusted from time to time to properly reflect any additional contributions or withdrawals by the voting Members.

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the initial Managing Directors and initial Members are as follows:

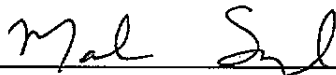
<u>Name</u>	<u>Address</u>
Mark Szporka	37 N. Orange Avenue Suite 500 Orlando, FL 32801
Randy Lubinsky	37 N. Orange Avenue Suite 500 Orlando, Florida 32801

Article 8. Amendment. The power to adopt, alter, amend or repeal these Articles and the Operating Agreement of this Company shall be vested in the voting Members of the Company.

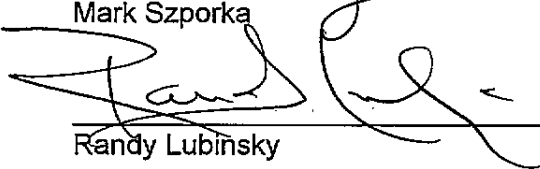
Article 9. Commencement of Existence. The existence of this Company shall commence on the date these Articles are filed with the Department of State.

Article 10. Continuation of Business. The remaining Members of the Company shall have the right to continue the business 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 of the Company.

IN WITNESS WHEREOF, the undersigned Members of the Company have hereunto set their hand and seal to these Articles of Organization this 24th day of February, 2000.



Mark Szporka



Randy Lubinsky

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

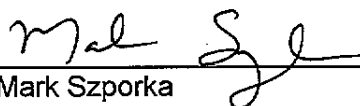
**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

Pursuant to Sections 48.091, 608.4062, and 608.415, Florida Statutes, the following is submitted:

That Quest Capital Partners, L.C., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Organization, at 37 N. Orange Avenue, Suite 500, Orlando, FL 32801, County of Orange, State of Florida, has named Mark Szporka, 37 N. Orange Avenue, Suite 500, Orlando, Florida 32801, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.



Mark Szporka
Registered Agent

clients/floornation/corp/quest arts of org

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00 FEB 25 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA