

PIERRE A. L. MOMMERS
ATTORNEY AT LAW

2351 W. Eau Gallie Blvd., Suite 1

Melbourne, FL 32935

Telephone: (321) 751-1000

Facsimile: (321) 752-0027



February 25, 2000

Registration Section
Division of Corporations
P.O. Box 6227
Tallahassee, FL 32314

L00000002881

Re: Articles of Organization, etc., for QEP Development Company, LLC

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***155.00 ***155.00

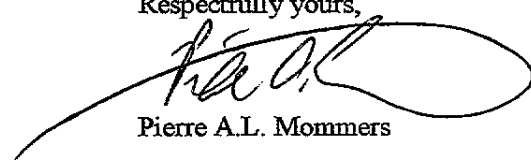
Dear Sir or Madam:

Enclosed for filing please find:

1. Articles of Organization for "QEP Development Company, LLC", a Florida limited liability company.
2. Affidavit of Membership and Contributions.
3. Certificate of Designation of Registered Agent and Acceptance.
4. Check for \$155.00 for:
 - a. Filing Fee.
 - b. Designation of Registered Agent.
 - c. Certified copy.

If you have any questions or require additional information, please do not hesitate to contact me. Thank you.

Respectfully yours,


Pierre A.L. Mommers

cc: QEP Development

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 1, 2000

PIERRE A.L. MOMMERS, ESQ.
2351 W. EAU GALLIE BLVD., STE. 1
MELBOURNE, FL 32935

SUBJECT: QEP DEVELOPMENT COMPANY, LLC
Ref. Number: W00000005506

We have received your document for QEP DEVELOPMENT COMPANY, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document(s) does/do not meet our filing requirements. Therefore, we are enclosing our appropriate form(s) and/or instructions.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 300A00011223

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TALLAHASSEE, FLORIDA

PIERRE A. L. MOMMERS
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2351 W. Eau Gallie Blvd., Suite 1

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Telephone: (321) 751-1000

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March 7, 2000

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

Re: Articles of Organization, etc., for QEP Development Company, LLC

Dear Sir or Madam:

Pursuant to your letter of March 1, 2000, a copy of which is enclosed herewith, we have amended our document by eliminating the Affidavit of Membership and Contribution.

Since you have retained our filing fee of \$155.00, we have not enclosed a filing fee check. Thus, enclosed for filing please find:

1. Articles of Organization for "QEP Development Company, LLC", a Florida limited liability company.
2. Certificate of Designation of Registered Agent and Acceptance.

Once these documents have been filed, please return a certified copy in the envelope provided. If you have any questions or require additional information, please do not hesitate to contact me. Thank you.

Respectfully yours,

Pierre A.L. Mommers

cc: QEP Development

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR
QEP DEVELOPMENT COMPANY, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - Name

The name of the limited liability company (hereinafter "the company") shall be QEP Development Company, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the company are 7650 Coral Drive, West Melbourne, Florida, 32904.

ARTICLE III - Duration:

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The period of duration of the company shall be perpetual.

ARTICLE IV - Registered Office and Agent

The name and street address of the registered agent of the company in the state of Florida are Pierre A.L. Mommers, 2351 W. Eau Gallie Blvd., Suite 1, Melbourne, Florida, 32935.

ARTICLE V - Purpose(s)

The company may engage in any activity or business permitted under law.

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ARTICLE VIII - Admission of Additional Members:

Except as set forth in the Operating Agreement and/or other regulations of the company, no additional members shall be admitted to the company except with the unanimous written consent of all of the members of the company, and on such terms and conditions as shall be determined by all of the members. A member may transfer his or her interest in the company as set forth in the Operating Agreement and/or other regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE IX - Dissolution and Members Rights to Continue Business

Unless the remaining member(s) of the company agree by unanimous vote of all of the members to continue the business, the company shall be dissolved upon the occurrence of any of the following events:

1. When the period fixed for the duration of this company expires.
2. By the unanimous written agreement of all of the members.
3. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager in this company or the occurrence of any other event which terminates the continued membership of a member in this company.

ARTICLE X - Management:

The company shall be managed by the members in accordance with Operating Agreement and/or other regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name(s) and address(es) of the managing member(s) is/are:

1. Thomas Quast, 7650 Coral Drive, West Melbourne, FL 32904.

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TALLAHASSEE, FLORIDA

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2. David Einhorn, 7650 Coral Drive, West Melbourne, FL 32904.
3. William Patjens, 7650 Coral Drive, West Melbourne, FL 32904.

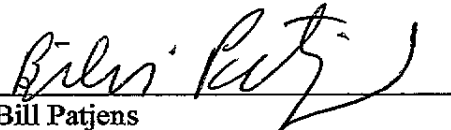
ARTICLE XI - Indemnification

The company shall indemnify and hold harmless from liability any organizer, manager, or member to the full extent permitted by law.

ARTICLE XII - Amendment

These articles of organization may only be amended by the unanimous consent of all the members.

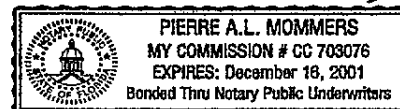
IN WITNESS WHEREOF, the undersigned organizer(s) have made and subscribed these articles of organization at Melbourne, Brevard County, Florida, on 2.25.00, 2000.


Bill Patjens

SWORN TO AND SUBSCRIBED before me this 25 day of February, 2000, by Bill Patjens and _____, who is/are personally known to me or () produced _____ as identification.


NOTARY PUBLIC

My Commission expires:



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TALLAHASSEE, FLORIDA

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

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 QEP Development Company, LLC.
2. The name and street address of the registered agent in Florida are:

Pierre A.L. Mommers
2351 W. Eau Gallie Blvd.
Suite 1
Melbourne, FL 32935

Having been named as registered agent in the articles of organization of this company, I hereby consent to accept service of process for this company at the place designated above and in the articles of organization, and 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.



Pierre A.L. Mommers
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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