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JERREL E. TOWERY, P.A.
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333 South Tamiami Trail
Venice, Florida 34285

Jerrel E. Towery

May 3, 2000

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

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-05/18/00--01135--008
***125.00 ***125.00

RE: Articles of Organization of Qualimotion, LLC

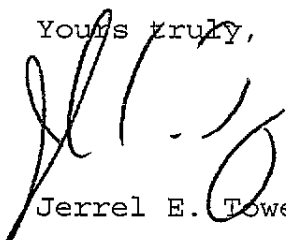
Dear Sir or Madam:

Enclosed please find the above-referenced document,
along with our check in the amount of 125.00 for your fee.

Please return the recorded Articles with the
Certificate to us.

Thank you for your assistance in this matter.

Yours truly,



Jerrel E. Towery

JET/rks

Enclosures

FILED
00 MAY 18 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu
5/23

ARTICLES OF ORGANIZATION

OF

QUALIMOTION, LLC

The undersigned subscriber to these Articles of Organization does hereby form a Limited Liability Company under Chapter 608, Florida Statutes.

ARTICLE I

NAME OF LIMITED LIABILITY COMPANY

The name of this Limited Liability Company shall be QUALIMOTION, LLC.

ARTICLE II

GENERAL NATURE

The general nature of the activities of this Limited Liability Company shall be web page design, marketing of products, and the transaction of any or all lawful business for which Limited Liability Companies may be incorporated under this Chapter 608 of the Florida Statutes.

ARTICLE III

TERM OF EXISTENCE

This Limited Liability Company shall exist perpetually unless dissolved according to law.

ARTICLE IV

BUSINESS OFFICE

The street address of the office of the Limited Liability Company will be 328 Pavonia Road, Nokomis, FL 34275. The mailing address of the Limited Liability Company will be P.O. Box 895, Nokomis, FL 34274.

ARTICLE V

ADMISSION OF NEW MEMBERS

New members of the Limited Liability Company may be added upon the unanimous written consent of all members of the Limited Liability Company.

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00 MAY 18 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

CONTINUATION OF BUSINESS

Upon 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 in the limited liability company, the remaining members of the company may choose to continue the business of the Limited Liability Company by a majority vote of the remaining members.

ARTICLE VII

MANAGEMENT OF LIMITED LIABILITY COMPANY

The Limited Liability Company shall be managed by a Manager selected by the members. Management of the Limited Liability Company shall not be limited to the members of the Company. The name and address of the first managers of the company, who shall act as managers until the first annual meeting of the members, or until their successor are duly elected and qualified, are:

PASCAL SCHREIER, 328 Pavonia Rd., Nokomis, FL 34275

STEPHAN GUENTHER, Kompartsweg 2, 37083 Goettingen,
Germany

ARTICLE VIII

INITIAL MEMBERS

The initial members of the Limited Liability Company and their addresses, shall be as follows:

PASCAL SCHREIER, 328 Pavonia Rd., Nokomis, FL 34275

STEPHAN GUENTHER, Kompartsweg 2, 37083 Goettingen,
Germany

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30 MAY 1984 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

VOTING RIGHTS

Voting rights of the members shall be based on each member's capital contribution.

ARTICLE IX

SUBSCRIBER TO ARTICLES

The following is the name and address of the subscriber to these Articles of Organization of Limited Liability Company:

<u>NAME</u>	<u>ADDRESS</u>
PASCAL SCHREIER,	328 Pavonia Rd., Nokomis, FL 34275
STEPHAN GUENTHER,	Kompartsweg 2, 37083 Goettingen, Germany

ARTICLE X

AMENDMENT

These Articles of Organization of Limited Liability Company may be amended in the manner provided by law. Every amendment shall be approved by the Members.

IN WITNESS WHEREOF, I have hereunder set my hand and seal this 3rd day of May, 2000.

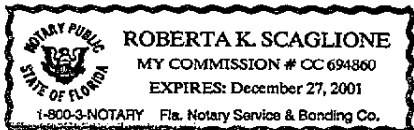

PASCAL SCHREIER


STEPHAN GUENTHER

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was sworn and acknowledged before me this 3rd day of May, 2000, by PASCAL SCHREIER and STEPHAN GUENTHER, members of the Limitead Liability Company, QUALIMOTION, LLC. They are personally known to me, or have produced N/A as identification and did take an oath.

FILED
00 MAY 18 AM 10:47
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA



Roberta K. Scaglione
Signature of Acknowledger

ROBERTA K. SCAGLIONE
Printed Name of Acknowledger

Notary Public
Title or Rank

Date Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

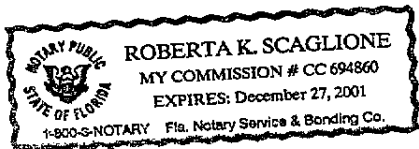
In pursuance of Chapter 608.415, Florida Statutes, the following is submitted in compliance with said Act:

QUALIMOTION, LLC, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization of Limited Liability Company at the County of Sarasota, State of Florida, has named JERREL E. TOWERY, 333 South Tamiami Trail, Suite 291, Venice, FL 34285, County of Sarasota, State of Florida, as its resident agent to accept service of process within this State.

Pascal Schreier
PASCAL SCHREIER

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 3rd day of May, 2000, by PASCAL SCHREIER, Manager and member of QUALIMOTION, LLC, a Florida Limited Liability Company, on behalf of the Limited Liability Company. He is personally known to me, or has produced N/A as identification and did take an oath.



Roberta K. Scaglione
Signature of Acknowledger

ROBERTA K. SCAGLIONE
Printed Name of Acknowledger

Notary Public
Title or Rank

Date Commission Expires:

ACCEPTANCE:

Having been named to accept service of process for the above-stated Limited Liability Company, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

JERREL E. TOWERY

STATE OF FLORIDA
COUNTY OF SARASOTA

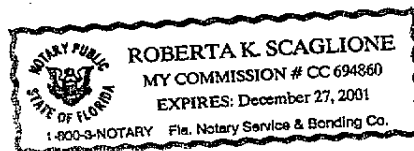
The foregoing instrument was acknowledged before me this 3rd day of May, 2000, by JERREL E. TOWERY. He is personally known to me, or has produced N/A as identification and did take an oath.

Roberta K. Scaglione
Signature of Acknowledger

ROBERTA K. SCAGLIONE
Printed Name of Acknowledger

Notary Public
Title or Rank

Date Commission Expires:



Personally appeared before me, the undersigned Notary Public, PASCAL SCHREIER, who being first duly sworn, deposes the following:

1. There are two members of the Limited Liability Company, QUALIMOTION, LLC. They are:

PASCAL SCHREIER, 328 Pavonia Rd., Nokomis, FL 34275
STEPHAN GUENTHER, Kompartsweg 2, 37083 Goettingen, Germany

2. The capital contributions of the members of the Limited Liability Company, QUALIMOTION, LLC, are as follows:

PASCAL SCHREIER Capital Contribution

STEPHAN GUENTHER Capital Contribution

PASCAL SCHREIER

STEPHAN GUENTHER

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was sworn and acknowledged before me this 3rd day of May, 2000, by PASCAL SCHREIE and STEPHAN GUENTHER, a members of the Limitead Liability Company, QUALIMOTION, LLC. They are personally known to me, or have produced N/A as identification and did take an oath.

Roberta K. Scaglione
Signature of Acknowledger

ROBERTA K. SCAGLIONE
Printed Name of Acknowledger

Date Commission Expires:

Notary Public
Title or Rank

