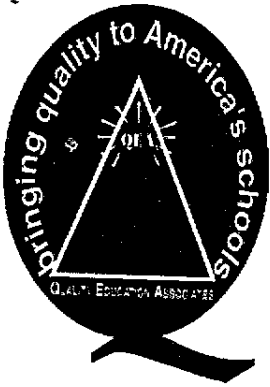


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Quality Education Associates

17581 Sterling Lake Dr.
Fort Myers, FL 33912

Ph: (941) 481-0869
Fax: (941) 481-1397
email: margbymes@aol.com

July 25, 2000

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

To Whom It May Concern,

The Federal ID number for this LLC is 84-1293857. Attached is a \$125.00 check for the filing fee and designation of registered agent.

If there are any problems with the articles of organization, or if there is something else that needs to be completed to register Quality Education Associates, please call or email me at the numbers listed here.

Thank you.

Sincerely,

Margaret A. Byrnes
Margaret A. Byrnes

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
WMA

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7 pages

**Quality Education Associates
17581 Sterling Lake Dr.
Fort Myers, FL 33912**

MEMO

To: Diane Cushing

From: Margaret Byrnes 

Date: September 17, 2000

Re: Reference Number: W00000021001
Letter Number: 900A00045673

As per our conversation of September 11, 2000, I am attaching a copy of the cancelled check sent to the Department of State. Please advise me immediately if you require further information to resolve this issue.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 1, 2000

MARGARET A. BYRNES
QUALITY EDUCATION ASSOCIATES
17581 STERLING LAKE DRIVE
FT. MYERS, FL 33912

SUBJECT: QUALITY EDUCATION ASSOCIATES, LLC
Ref. Number: W00000019037

We have received your document for QUALITY EDUCATION ASSOCIATES, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the entity's complete mailing address.

The document must contain the usual business addresses of its managing members or managers.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

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) 487-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 700A00041612



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 25, 2000

QUALITY EDUCATION ASSOCIATES, LLC
17581 STERLING LAKE DRIVE
FORT MYERS, FL 33912

SUBJECT: QUALITY EDUCATION ASSOCIATES, LLC
Ref. Number: W00000021001

We have received your document for QUALITY EDUCATION ASSOCIATES, LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$125.00.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 900A00045673

ARTICLES FOR LIMITED LIABILITY COMPANY

OF

QUALITY EDUCATION ASSOCIATES, LLC

ARTICLE I

NAME

The name of the Limited Liability Company shall be Quality Education Associates, LLC.

ARTICLE II

ADDRESS

The principal office and mailing address of the Limited Liability Company shall be as follows:

Quality Education Associates, LLC
17581 Sterling Lake Drive, Fort Myers, FL 33912

ARTICLE III

REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE

Margaret A. Byrnes

17581 Sterling Lake Drive

Fort Myers, Florida 33912

Having been named as registered agent and to accept service of process for the above state 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, F.S.


Registered Agent's Signature

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

Margaret A. Byrnes, will serve as Managing Associate effective July 25, 2000. She will serve until written notification of her resignation, or until said time that the associates deem it necessary to replace her. All day-to-day operations and any negotiation for contracts will be done by the Managing Associate and are subject to the approval of all Associate Members prior to signing.


Signature Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Margaret A. Byrnes

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FILED
SECRETARY OF STATE
ALLAHASSEE, FLORIDA

ARTICLE V

MEMBERSHIP

Current membership consists of Margaret A. Byrnes, dba ProQue, Inc. residing at 17581 Sterling Lake Dr., Fort Myers, FL 33912, and Jeanne C. Baxter residing at Chelsea Lane, County D 1/2 mile N of County M, Cable, Wisconsin 54821.

All members of Quality Education Associates share equally in the ownership of the limited liability company.

Additional associates can be considered for membership status as an associate upon approval of all current members. No one will be rendered Associate status without first working on a contract-only basis, under the supervision of at least one current associate, for a period of at least one calendar year.

ARTICLE VI

PURPOSE

The purpose of Quality Education Associates, LLC is to provide educational consulting and training services via print, internet, telephone, or on-site.