



THE UNITED STATES
CORPORATION
COMPANY

L00000014056

ACCOUNT NO. : 072100000032

REFERENCE : 899518 12000A

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : November 15, 2000

ORDER TIME : 11:19 AM

ORDER NO. : 899518-045

CUSTOMER NO: 12000A

CUSTOMER: Renee Ann Winslow, Legal Asst
Shapiro & Adams, P.a.

Suite 272
2401 Pga Boulevard
Palm Beach Gard, FL 33410

DOMESTIC FILING

NAME: HQM OF FENTRESS, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155
EXAMINER'S INITIALS:

3000003464543--9

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 NOV 15 PM 12:14

00 NOV 15 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLES OF ORGANIZATION
OF
HQM OF FENTRESS, L.L.C.

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

ARTICLE I – NAME

The name of the limited liability company shall be HQM OF FENTRESS, L.L.C. ("Company").

ARTICLE II – ADDRESS

The mailing address and street address of the principal office of the Company shall be: 2401 PGA Boulevard, Suite 155, Palm Beach Gardens, Florida 33410.

ARTICLE III – DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization or pursuant to the Operating Agreement governing the operations of the Company ("Operating Agreement").

ARTICLE IV – REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE V- ADDITIONAL CASH CONTRIBUTIONS

Each member shall not be required to make any additional cash contributions to the Company, except pursuant to the Operating Agreement.

ARTICLE VI – ADMISSION OF NEW MEMBERS

Except as provided in the Operating Agreement, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer its interest in the Company as set forth in the Operating Agreement. Any transferee shall have only those rights to participate in the management of the business and affairs of the Company or become a member as provided in the Operating Agreement, unless all the other members of the Company other than the member proposing to dispose of its interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII – TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of a majority of the remaining members.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VIII – MANAGEMENT/MANAGING MEMBER

The Company shall be managed by a managing member in accordance with the Operating Agreement. The Operating Agreement 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 and address of the initial Managing Member of the Company is:

HQM Special Asset Management, Inc., a Delaware corporation
2401 PGA Boulevard, Suite 155
Palm Beach Gardens, FL 33410

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Palm Beach Gardens, Florida, on this 14th day of November, 2000.

HQM Special Asset Management, Inc.

By: [Signature]
Elizabeth Fago, CEO/President

STATE OF FLORIDA
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 14th day of November, 2000, by Elizabeth Fago. Personally Known XXXX OR Produced Identification _____ Type of Identification Produced _____

[Signature]
Notary Public, State of Florida
Renee Ann Winslow
MY COMMISSION # CC938947 EXPIRES
August 23, 2004
BONDED THRU TROY FAIR INSURANCE, INC.
Print, Type or Stamp
Commissioned Name of Notary Public

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of HQM of Fentress, L.L.C. as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and hereby agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

Corporation Service Company

By: [Signature]
Registered Agent

Deborah D. Skipper
as its agent

00 NOV 15 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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