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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND TOTALLY RESTATED ARTICLES OF ORGANIZATION
OF
QUALITY REAL ESTATE DEVELOPERS, LLC**

LO1000002646

The undersigned hereby certifies that these Articles of Organization have been prepared and are being filed for the purpose of amending and totally restating the initial Articles of Organization of QUALITY REAL ESTATE DEVELOPERS, LLC, dated February 2, 2001 and filed with the Florida Secretary of State on February 16, 2001, and to provide for the continuation of the rights, privileges and immunities possessed by QUALITY REAL ESTATE DEVELOPERS, LLC as a duly formed limited liability company for profit in the State of Florida. The undersigned further declares that the following Articles, which have been approved and authorized by the members, shall serve as the continuing charter and authority for the conduct of business of the limited liability company.

ARTICLE I

Name and Principal Place of Business

The name of the limited liability company is, and shall continue to be, QUALITY REAL ESTATE DEVELOPERS, LLC, hereinafter referred to as the "Company", and its principal office (street and mailing addresses) is located at 130 Lexington Green Lane, Sanford, Florida 32771, but it shall have the power and authority to establish offices at any other place or places as the members may designate.

ARTICLE II

Purposes and Powers

In addition to, and not in limitation of, the purposes and powers enumerated and granted by the laws of the State of Florida for and by which limited liability companies are authorized to transact business, the purposes for which the Company shall continue to transact business and the powers vested in the Company shall be as follows:

1. to engage in any activity or business permitted by the laws of the State of Florida or the laws of any other jurisdiction in which the limited liability company transacts business;
2. in general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do;
3. to purchase, own, develop, lease, mortgage, sell and otherwise deal with all manner of real and personal property as the Company deems necessary or desirable;
4. to purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which the Company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize and in any manner dispose of, the rights and property so acquired;

5. to enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporations, domestic or foreign, or with any domestic or foreign state, government or governmental authority, or with any political or administrative subdivision, or department, and to perform and carry out, assign, cancel or rescind any of such contracts;
6. to exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee or attorney-in-fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and, in this capacity or under this arrangement, develop, improve, stabilize, strengthen or extend the property and commercial interest of the property of the entity and to aid, assist or participate in any lawful enterprise in connection with or incidental to the agency, representation or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida providing for the formation, rights, privileges, and immunities of limited liability companies for profit; and
7. to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida or any other jurisdiction within which the limited liability company conducts business.

The several clauses contained in this statement describing the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the Company, and the statements contained in each clause, except as otherwise expressed, shall not be limited or restricted by reference to or inference from the terms of any other clause. Each clause shall be regarded as an independent purpose and power.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the Company to carry on any business, exercise any power, or do any act which a limited liability company may not lawfully carry on, exercise or do under Florida law or under the law of any other jurisdiction within which the Company conducts business.

ARTICLE III

Exercise of Powers

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of the manager or managers of the Company.

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ARTICLE IV
Membership Restrictions

Members shall have the right to admit new members by unanimous consent. Contributions required by new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with the unanimous prior written consent of all members. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business of the Company.

ARTICLE V
Capital Contributions

Initial capital contributions were made in accordance with each member's respective membership interest. Additional contributions shall be made as determined by a vote of the majority-in-interest of the members.

ARTICLE VI
Profits and Losses

Each member shall be entitled to a distributive share of the profits and losses of the business of the Company in proportion to their membership interest. The existence of profits and losses, as the case may be, for the purpose of distribution to the members shall be determined and paid as authorized by a vote of the majority-in-interest of the members.

ARTICLE VII
Duration

The Company shall exist in perpetuity unless dissolved in a manner provided by law.

ARTICLE VIII
Management

The Company shall be managed by its manager or managers and is, therefore, a manager-managed company. The names and addresses of the managers who are serving, and who shall continue to serve as managers until successors are appointed and qualified are:

Srinivasan Sampathkumar, Manager
130 Lexington Green Lane
Sanford, Florida 32771

Marta Stewart, Manager
130 Lexington Green Lane
Sanford, Florida 32771

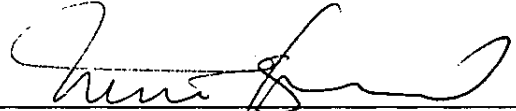
Sukaina Manji, Manager
130 Lexington Green Lane
Sanford, Florida 32771

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ARTICLE IX
Initial Registered Office and Registered Agent

The address of the registered office of the Company is 1540 International Parway, Suite 2000, Lake Mary, Florida 32771 and the name of the registered agent at that address is Vihlen & Vanadia, P.A..

The undersigned, as Manager of the Company, hereby certifies that this instrument constitutes the Amended and Totally Restated Articles of Organization of QUALITY REAL ESTATE DEVELOPERS, LLC, that the foregoing have been duly authorized and approved by the members and that the same have been executed for the purposes stated therein.



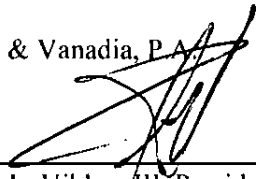
Marta Stewart, Manager

(In accordance with section 605.0202(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

REGISTERED AGENT'S CERTIFICATE OF ACCEPTANCE

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in the Amended and Totally Restated Articles of Organization, the undersigned hereby accepts the appointment as registered agent and 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 a registered agent's duties, and the undersigned is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 605, Florida Statutes.

Vihlen & Vanadia, P.A.



Sidney L. Vihlen, III, President

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