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ACCOUNT NO. : 072100000032

REFERENCE : 417015 7233219

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : August 13, 2001

ORDER TIME : 11:55 AM

ORDER NO. : 417015-010

CUSTOMER NO: 7233219

CUSTOMER: Sandra L. Adams, Esq  
Home Quality Management, Inc.

Suite 155  
2401 Pga Boulevard  
Palm Beach Gard, FL 33410

800004530558--0

DOMESTIC FILING

NAME: HQM OF PIGEON FORGE, LLC

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:

DIVISION OF CORPORATION

RECEIVED  
01 AUG 13 PM 1:42

01 AUG 13 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVE  
AND  
FILED

JB  
8-13-01

**ARTICLES OF ORGANIZATION  
OF**

**HQM OF PIGEON FORGE, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability 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 Pigeon Forge, LLC ("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 Article of Organization or pursuant to the Operating Agreement governing the operations of the Company ("Operating Agreement").

**ARTICLE V - ADDITIONAL CASH CONTRIBUTIONS**

Each member shall not be required to make any additional cash contribution 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 approved of the proposed transfer by unanimous written consent.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## 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.

## ARTICLE VII - 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 the law or these Articles of Organization. The name and address of the sole Managing Member of the Company is:

Home Quality Management, Inc.  
2401 PGA Boulevard, Suite 146  
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 8<sup>th</sup> day of August, 2001,

Home Quality Management, Inc.

By: [Signature]  
Paul Walczak, as Chief Executive Officer

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Sworn to (or affirmed) and subscribed before me this 8 day of August, 2001, by Paul Walczak, who is personally known X or produced identification \_\_\_\_\_ identification produced \_\_\_\_\_

Maureen Wessin  
Notary Public, State of Florida

5/17/03

Print, Type or Stamp  
My Commission Expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law of the State of Florida submits the following statement in designating the registered agent, in the State of Florida.

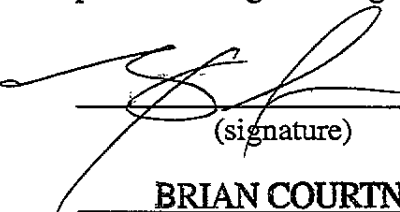
Name of the Corporation:

HQM of Pigeon Forge, LLC

Name and address of the registered agent and office is:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this acceptance, 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
(signature)

BRIAN COURTNEY, ASST. V.P.  
(printed name and title)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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