

LAW OFFICES
GARY J. HAUSLER

GARY J. HAUSLER
(MEMBER OF FLORIDA BAR)

April 29, 2002

9101 LINDEN BLVD.
SUITE 301
THE SUNTRUST BUILDING
MARCO ISLAND, FL 34145

(941) 394-3171
FAX (941) 394-4858

FEDERAL EXPRESS

Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, FL 32399

Attention: New Filings

Re: JMH Quest, L.L.C.

Dear Sir:

Enclosed herewith please find the following documents with respect to the filing of a new corporation entitled: JMH Quest, L.L.C.:

1. Original and one (1) copy of ARTICLES OF ORGANIZATION;
2. The undersigned's escrow account check in the amount of \$125.00 as a filing fee;

Please proceed to file the enclosed original Articles and return a copy of the filed Articles of Organization for my file.

Thank you for your anticipated cooperation.

Very truly yours,

Gary J. Hausler
Gary J. Hausler
Sew
JL

GJH/sew

Enclosures

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***125.00 ***125.00

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 7, 2002

GARY J. HAUSLER
950 N. COLLIER BLVD., SUITE 301
MARCO ISLAND, FL 34145

SUBJECT: JMH QUEST, L.L.C.
Ref. Number: W02000013072

We have received your document for JMH QUEST, L.L.C., 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.

The document must contain both the street address of the principal office and the mailing address of the entity.

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on April 30, 2002. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 502A00028596

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF
JMH QUEST, L.L.C.

The undersigned hereby certifies that I have associated myself for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be JMH QUEST, L.L.C., and its principal place of business shall be at 511 Hunkin Court, Marco Island, Collier County, State of Florida, but it shall have the power to and authority to establish branch offices at such other place or places as be designated by the member.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

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3. 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 this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired, including to purchase and to sell real property within and/or outside the State of Florida.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated here in otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out

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of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

Whenever the term "unanimous consent" is used in these Articles, the term shall expressly mean the "unanimous written consent".

ARTICLE III CAPITAL CONTRIBUTIONS

A capital contribution in the amount of One Hundred (\$100.00) Dollars cash shall be paid to the limited liability company by Jacqueline Marie Hintze (100%). Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in the same percentages of share participation as indicated above.

ARTICLE IV PROFITS AND LOSSES

(a) Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of

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conducting business of the limited liability company. Each member shall be entitled to a distributive share of the profits in a proportionate amount equal to his or her share participation indicated above. The distributive share of the profits shall be determined and paid to members monthly, following the commencement of business of the limited liability company, the month and day of such commencement date being May 17, 2002.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company business and the profits of the business, or, if such sources are insufficient to cover such losses, in order to continue in business, by the members in a proportionate amount equal to his or her share participation indicated above.

ARTICLE V

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VI

DURATION

This limited liability company shall exist until dissolved in a manner provided in regulations adopted by the members.

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ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The street address of the principal office and the mailing address of this limited liability company is 511 Hunkin Court, Marco Island, Collier County, Florida 34145.

ARTICLE VIII

MANAGEMENT

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve as such until the first annual meeting of members or until their successors are elected and qualify is as follows:

JACQUELINE MARIE HINTZE, 2102 Greenleaf Court, Bettendorf, Iowa 52722

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 950 North Collier Blvd., Suite 301, Marco Island, Collier County, Florida 34145, and the name of its initial registered agent at such address is GARY J. HAUSLER, ESQ.

ARTICLE X

DISPUTES BETWEEN MEMBERS

Members shall submit any and all disputes arising out of these Articles, between and/or among themselves, which cannot be resolved in an amicable fashion, to binding arbitration through the American Arbitration Association and the decision of the appointed Arbitrator shall be binding upon the Members.

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ARTICLE XI

RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or occurrence of any other event that terminates the continued membership of a member in the limited liability company, the said member, or the member's executor, shall be paid the value of the member's share, if at the time, the share has a positive monetary value, within thirty (30) days by the company. Said share value shall be determined by adding the then assets of the limited liability company, subtracting the then liabilities of the company, and multiplying the result by the per cent share of the member. The value of any company assets, if not agreed upon unanimously by the members, shall be determined as follows: The member to be paid, or the member's estate, shall hire and pay for a licensed appraiser who shall render a written report concerning the company subject asset(s), and the remaining members shall likewise hire and pay for a licensed appraiser who shall render a written report concerning the company subject asset(s). The average of the two (2) appraisals shall be the value of the non-liquid company asset(s) for the purposes of this paragraph.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or occurrence of any other event that terminates the continued membership of a member in the

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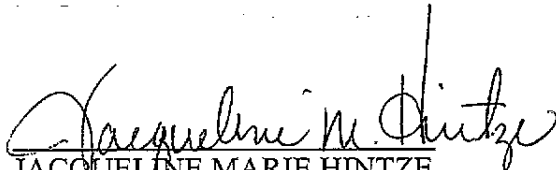
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limited liability company, the remaining members shall have the right to continue the business upon the unanimous consent of such remaining members.

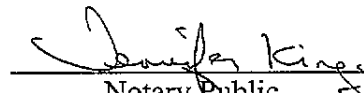
The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of JMH QUEST, LLC

Executed by the undersigned at U.S. Bank, on 26th April, 2002.

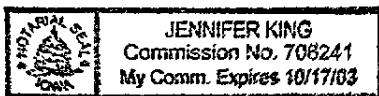

JACQUELINE MARIE HINTZE

STATE OF Texas
COUNTY OF Salt

The foregoing instrument was acknowledged before me this 26th day of April, 2002 by, who is personally known to me and who did not take an oath.


Notary Public

My Commission Expires:



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TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT BY REGISTERED AGENT

GARY J. HAUSLER, ESQ., having been named Resident Agent in the Amended and Restated Articles of Organization, hereby accepts and consents to act in this capacity and agrees to comply with the provisions of the Florida Corporation Act.



GARY J. HAUSLER, ESQ.

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