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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Higher Quest, LLC

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Fictitious Name File _____
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Merger File _____
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Dissolution / Withdrawal _____
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Cert. Copy _____
✓ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
HIGHER QUEST, 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 makes, acknowledges and files the following Articles of Organization.

ARTICLE I-NAME

The name of the Limited Liability Company shall be HIGHER QUEST, L.L.C. ("Company"). The principal office and place of business of the company shall be 602 Tallahassee Avenue, Charleston, South Carolina 29403. The mailing address is the same.

ARTICLE II-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.

ARTICLE III-PURPOSES OF POWERS

The general purpose for which this company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV-REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is Oscar E. Soto, 915 Middle River Drive, Suite 304, Fort Lauderdale, Florida 33304.

ARTICLE V-ADMISSION OF NEW MEMBERS

No additional member shall be admitted to the company accept with unanimous written consent of all the members of the company and upon such terms and conditions that shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve the proposed transfer by unanimous written consent.

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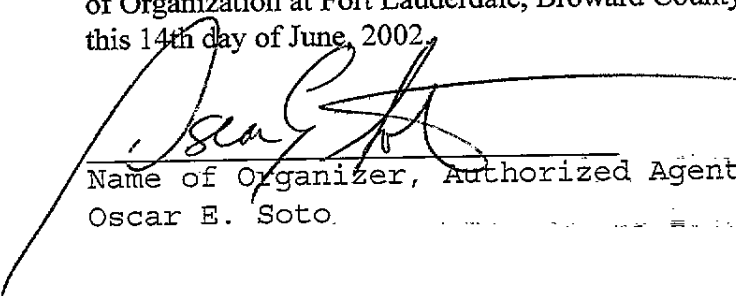
ARTICLE VI-TERMINATION OF EXISTENCE

The company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or manager, or upon 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 all the remaining members, provided there is at least one remaining member.

ARTICLE VII-MANAGEMENT

The company shall be managed by a manager in accordance with the regulations adopted by the members of the management of the business and affairs of the company. These regulations may contain any provisions for the regulations and management of the affairs of the company not in consistent with law or these Articles of Organization. The name and address of the initial manager of the company is Richard F. Hermanns, 602 Rutledge Avenue, Charleston, South Carolina 29403.

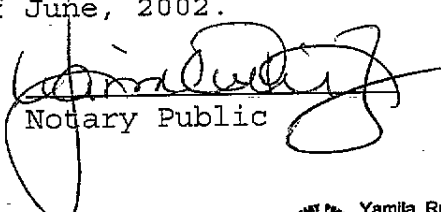
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Fort Lauderdale, Broward County, Florida for the foregoing uses and purposes this 14th day of June, 2002.


Name of Organizer, Authorized Agent of Manager-Member
Oscar E. Soto.

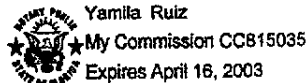
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME personally appeared Oscar E. Soto to me well known to be the organizer of the above limited liability company and who subscribed the Articles of Organization and that he freely and voluntarily acknowledge before me according to law that he made the same for the uses and purpose mention set forth in it.

In witness whereof I have set my hand and affixed my official seal this 14 day of June, 2002.


Notary Public

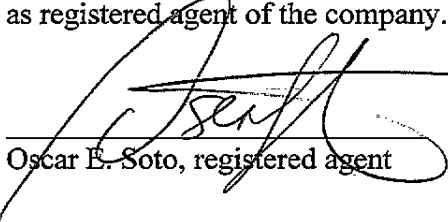
My Commission Expires



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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Higher Quest, L.L.C. as the registered agent of this Limited Liability Company, hereby consents to his appointment as registered agent of the company.


Oscar E. Soto, registered agent

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