

L-02000021266

August 15, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

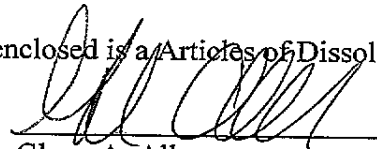
300007191683--4
-08/19/02--01025--019
***155.00 ***155.00

SUBJECT: QCE, L.L.C.

Enclosed is an original and one copy of the articles of organization and a check for:

<input type="checkbox"/> Filing Fee and Registered Agent Designation	<input type="checkbox"/> Filing Fee, Registered Agent Designation, and Certificate of Status	<input checked="" type="checkbox"/> \$155.00 Filing Fee, Registered Agent Designation, and Certified Copy	<input type="checkbox"/> Filing Fee, Registered Agent Designation, Certified Copy, and Certificate of Status
---	---	---	--

Also enclosed is a Articles of Dissolution for QCE, Inc, and a check for \$35.00.

From: 
Glenn A. Allen
Registered Agent and Managing Member of QCE, L.L.C.
3013 Del Prado Blvd., Unit #13
Cape Coral, FL 33904

W 8/19

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 19 AM 10:16

31

**ARTICLES OF ORGANIZATION
OF
QCE, 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 QCE, L.L.C., ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 3013 Del Prado Blvd. Unit # 13, Cape Coral, FL 33904.


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.

ARTICLE IV - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE

The name and street address of the registered agent of the company in the state of Florida are: Glenn A. Allen, 2153 Lakeview Blvd., North Ft. Myers, FL 33903.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 proper and complete performance of my duties, and I am familiar with and accept obligations of my position as registered agent as provided for in Chapter 608, F.S.



Glenn A. Allen

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 99 AM 10:16

ARTICLE V - MANAGEMENT

The company is to be managed by one or more managers and is, therefore, a manager - managed company.

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

If the Managing Member allows additional members to join as Interest Holders of the company, no additional members shall be required to contribute any additional capital to the company.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

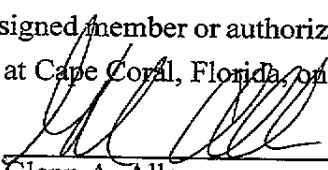
This company shall only be comprised of the Managing Member, unless otherwise decided by the Managing Member.

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 of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of the managing member, 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 all the remaining members, provided there are at least two remaining members.

IN WITNESS WHEREOF, the undersigned member or authorized representative has made and subscribed these articles of organization at Cape Coral, Florida, on August 15, 2002.


Glenn A. Allen

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA
COUNTY OF LEE

Sworn to and subscribed before me this August 15, 2002 by Glenn A. Allen, who is personally known to me,


Notary Public



Lisa A. Musial
Commission # CC 997284
Expires Jan. 28, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
AUG 19 AM 10:06