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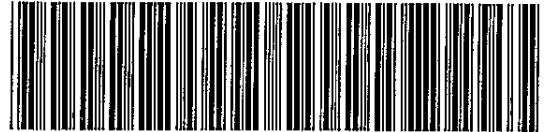
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4/16/04
[Signature]

W04-14620



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04/08/04--01020--008 **125.00

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04 APR 16 PM 12:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



G. Michael Mackenzie, P.A.

April 7, 2004

Corporate Records Bureau
Division of Corporations
Department of State
Corporate Filings
409 E. Gaines Street
Tallahassee, Fla. 32399

FILED
04 APR 16 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Organization for Quality Resource Services, LLC

Dear Sri/Madam:

Please find enclosed 2 copies of the Articles of Organization for the above proposed LLC. Also enclosed is our check for \$125.00 filing fee.

Please note: The original Articles were sent on March 10th, but apparently was lost in transmission. If the Division of Corporations should happen to recover the previously sent package for this proposed LLC, please be so kind as to send the check to us.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Leslie Lucchesi'.

Leslie Lucchesi
Legal Assistant

enclosures//



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 15, 2004

G. MICHAEL MACKENZIE, P.A.
1027 BROADWAY
DUNEDIN, FL 34698

SUBJECT: QUALITY RESOURCES SERVICES, LLC
Ref. Number: W04000014620

04 APR 16 PM 12:28
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for QUALITY RESOURCES SERVICES, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 8, 2004. Please amend your document accordingly.

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

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 104A00024906

**ARTICLES OF ORGANIZATION
OF
QUALITY RESOURCE SERVICES, LLC**

04 APR 16 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company 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 **QUALITY RESOURCE SERVICES, LLC**. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is: 1189 Sedeva, Clearwater, Florida 33755.

ARTICLE III -- DURATION

The company shall commence its existence on April 15, 2004. The company's existence shall be perpetual, unless the company is dissolved as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are:

John Terrace
1189 Sedeva
Clearwater, FL 33755

ARTICLE V -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, 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 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 100% of all the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VI -- MEMBERS' RIGHT TO CONTINUE BUSINESS

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 unanimous vote of all the remaining members.

ARTICLE VII -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is:

John Terrace
1189 Sedeva
Clearwater, FL 33755

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Clearwater, Florida, on February 12, 2004.

March

John Terrace
JOHN TERRACE

Sworn to and subscribed before me this 12 day of February, 2004, by JOHN TERRACE, who is personally known to me or who produced DRIVER LIC as identification.

(Seal)

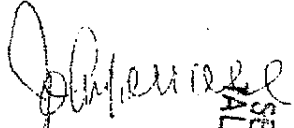


Leslie Lucchesi
Notary Public, State of Florida
Commission #00170095
Expires December 11, 2006

Notary Public, State of
Florida
(Name) *Leslie Lucchesi*
My commission expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

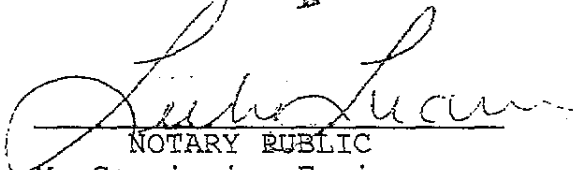
I HEREBY acknowledge that I am familiar with and accept the obligations of Registered Agent, to accept service of process for the Florida Limited Liability Company, **QUALITY RESOURCE SERVICES, LLC**.


JOHN TERRACE

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 10 day of February 2004, personally appeared **JOHN TERRACE**, who is personally known to me or who produced a Florida drivers license as identification.

(Seal)


NOTARY PUBLIC
My Commission Expires:



Leslie Lucchesi
My Commission DD170995
Expires December 11, 2008