

Florida Department of State
Division of Corporations
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Division of Corporations
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From:

Account Name : MORAN & SHAMS, P.A.
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LIMITED LIABILITY COMPANY**QUANTIFIED PURCHASING RESOURCES, LLC**

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ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company upon agreement of all members.

ARTICLE VII - ADMISSION OF MEMBERS

Additional members may be admitted from time to time upon the written consent or agreement of all of the members of the Company.

ARTICLE VIII - TERMINATION OF MEMBERSHIP

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the

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ARTICLES OF ORGANIZATION

OF

QUANTIFIED PURCHASING RESOURCES, LLC

These Articles of Organization are made for the purposes of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608.

ARTICLE I - NAME

The name of this limited liability company is QUANTIFIED PURCHASING RESOURCES, LLC (the "Company").

ARTICLE II - DURATION

The existence of this limited liability company shall commence upon the filing of these Articles with the Florida Department of State and shall continue until the earlier of 99 years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all the remaining members.

ARTICLE III - PURPOSE

This limited liability company is organized for the transaction of any and all lawful business.

ARTICLE IV - POWERS

This limited liability company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The street address and mailing address of the principal office and place of business of the Company is 300 International Parkway, suite 100, Heathrow, Florida 32746, and the name and address of the initial registered agent of the Company is Scott E. Johnson, Esquire, 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801.

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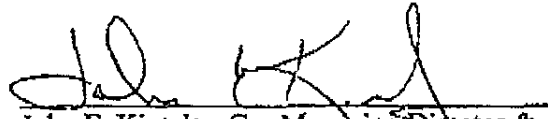
ARTICLE XII - TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his, her or its membership interest or any portion thereof without the prior written consent of all other members of the Company unless otherwise provided by separate agreement.

ARTICLE XIII - AMENDMENT

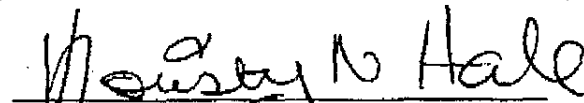
This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporate these Articles of Organization as of this 10th day of August, 2004.


John E. Kintzler, Co- Managing Director &
Authorized Representative

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 10th day of August, 2004, by John E. Kintzler, who is personally known to me or who produced F.D. # K532-465-56-335-0 as identification.


Notary Public, State of Florida
My Commission Expires:



Kristy N. Hale
MY COMMISSION # 00165780 EXPIRES
November 11, 2006
BONDED TRULY TRUST INSURANCE, INC.

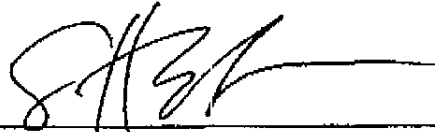
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**CERTIFICATE OF REGISTERED AGENT
AND REGISTERED OFFICE**

QUANTIFIED PURCHASING RESOURCES, LLC

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED COMPANY AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF ORGANIZATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH 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 THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Scott E. Johnson, Registered Agent

Date: 8/20/04

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