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HELEN SUMMERS 440 Mehlenbacher Road Belleair, FL 33756

727-581-7202

Registration Section Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

RE: QUALITY CAPITAL, LLC

Dear Sir/Madam:

I have enclosed Articles of Organization for the above Limited Liability Company, together with a check in the amount of \$155.00 (\$100.00 Filing Fee, \$25.00 Designation of Registered Agent, and \$30.00 for one certified copy). I have also enclosed a copy for conforming and returning to our office in the stamped envelope provided.

Sincerely,

HELEN SUMMERS

Enclosures

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ARTICLES OF ORGANIZATION OF QUALITY CAPITAL, LLC

The undersigned as member, manager, or authorized legal representative of the Members, of a limited liability company to be formed pursuant to Chapter 608, Florida Statutes, hereby execute these Articles of Organization for the formation of **QUALITY CAPITAL, LLC**, a Florida limited liability company.

ARTICLE I - NAME

The name of this company shall be **QUALITY CAPITAL**, **LLC**, hereinafter referred to as "Company".

ARTICLE II - ADDRESS AND PLACE OF BUSINESS

The mailing address and principal place of business for the Company is 440 Mehlenbacher Road, Belleair, Florida 33756.

ARTICLE III - PERIOD OF DURATION

The Company shall begin existence upon subscription and acknowledgment of these Article and shall continue in the perpetuity, or until dissolved in a manner provided by law or by an operating Agreement adopted by the Members of the limited liability company.

ARTICLE IV - PURPOSE

The Company may engage in the pursuit of any or all lawful business activities for which limited liability companies may be formed under the law of the State of Florida.

ARTICLE V - MANAGEMENT

The management of the Company shall be vested in the Members. The Members shall have all rights and powers generally granted to them by Chapter 608 Florida Statutes, and as may be further modified are granted in an Operating Agreement which may be adopted unanimously by the Members. The initial Members names and appresses are as follows:

HELEN SUMMERS 440 Mehlenbacher Road Belleair, Florida 33756

ARTICLE VI - ADMISSION OF MEMBERS

The initial Members of the Company are as set forth herein. The admission of additional Members shall be accomplished only by the unanimous vote of the initial Members, except as otherwise stated in an Operating Agreement adopted by the initial Members.

ARTICLE VII - CONTINUATION OF BUSINESS

The Members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member or upon the occurrence of any other event which terminates the continued membership of a Member in the Company.

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The initial Registered Agent for this Company shall be Helen Summers and the address of the Registered Agent for service of process shall be 440 Mehlenbacher Road, Belleair, Florida 33756.

IN WITNESS WHEREOF, the undersigned has executed these Articles this ____ day of September, 2004.

HELEN SUMMERS, as Member

SECRETARY OF STATE

CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above stated Company at 440 Mehlenbacher Road, Belleair Florida 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

DATED: Sept. 16, 2004.

HELEN SUMMERS Registered Agent

SECHETARY OF STATE