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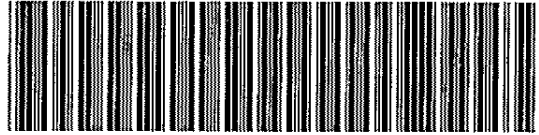
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 30, 2005

CHRISTINA HARRIS SCHWINN
1833 HENDRY STREET
FT. MYERS, FL 33901

SUBJECT: Q-SUBS OF FT. MYERS WEST, LLC
Ref. Number: W05000031982

We have received your document for Q-SUBS OF FT. MYERS WEST, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please fill out the article of organization and return the only thing that was sent with the check was the transmittal letter.,

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 905A00044119

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Q-Subs of Ft. Myers West, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christina Harris Schwinn

(Name of Person)

Pavese Law Firm

(Firm/Company)

1833 Hendry Street

(Address)

Ft. Myers, FL 33901

(City/State and Zip Code)

For further information concerning this matter, please call:

Christina Harris Schwinn

(Name of Person)

at (239) 336-6292

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION OF
Q-SUBS OF FT. MYERS WEST, LLC

The undersigned certify that they are filing this document for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. They further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **Q-Subs of Ft. Myers West, LLC**, and its initial principal office shall be located at 5016 SW 29th Avenue, Cape Coral, County of Lee, State of Florida, and the mailing address shall be 5016 SW 29th Avenue, Cape Coral, Florida 33914. The Company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida law, lawfully carry on, exercise, or do.

ARTICLE III **INITIAL MEMBER**

There shall be two initial members of this limited liability company, whose name, address and ownership is as follows:

Keith Melton 5016 SW 29 th Avenue Cape Coral, FL 33914	100 Units
Nadine Melton 5016 SW 29 th Avenue Cape Coral, FL 33914	100 Units

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ARTICLE IV
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V
MANAGEMENT

The limited liability company shall be managed by not less than one (1) manager. The following is the name and address of the individual who shall initially serve as manager of the limited liability company until the first annual meeting of the members or until her successors are elected and qualify in accordance with the regulations:

Keith Melton
5016 SW 29th Avenue
Cape Coral, FL 33914

ARTICLE VI
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members, or except as specified in a separate written agreement regarding purchase and sale executed by all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VII
CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by the members in proportion to their ownership interests. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportion to their ownership interests.

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ARTICLE VIII
DISTRIBUTIONS

The members shall be entitled to the net profits, as defined in the regulations, arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits in proportion to their ownership interest. The distribution of the profits shall be determined as provided in the regulations of the company.

ARTICLE IX
DURATION

The limited liability company shall commence on the date the Articles of Organization are duly filed as required by law and shall continue in existence for a term of Fifty (50) years, unless sooner terminated, liquidated or dissolved, as provided in the regulations adopted by members.

ARTICLE X
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 1833 Hendry St., City of Fort Myers, County of Lee, State of Florida, 33901, and the name of the company's initial registered agent at that address is **Christina Harris Schwinn, Pavese Law Firm.**

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of **Q-Subs of Ft. Myers West, LLC**

Executed by the undersigned at Cape Coral, County of Lee, Florida, on the 20th day of June, 2005.



Keith Melton



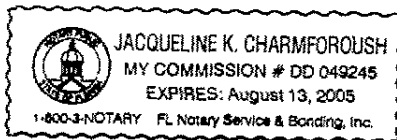
Nadine Melton


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STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared Keith Melton, who is personally known to me or who has produced a Florida driver's license as identification, who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that she made and executed said Articles of Organization for the use and purposes therein expressed.

WITNESS my hand and official seal this 28th day
of June, 2005.

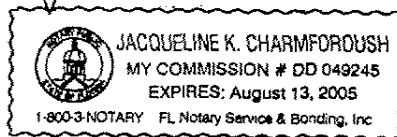




Notary Public: JACQUELINE K. CHARMFOROUSH
My Commission number is: DD049245
My Commission expires: 08-13-05

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared Nadine Melton, who is personally known to me or who has produced a Florida driver's license as identification, who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that she made and executed said Articles of Organization for the use and purposes therein expressed.

WITNESS my hand and official seal this 28th day
of June, 2005.




Notary Public: JACQUELINE K. CHARMFOROUSH
My Commission number is: DD049245
My Commission expires: 08-13-05


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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First – That **Q-Subs of Ft. Myers West, LLC**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Cape Coral, County of Lee, State of Florida, has named **Christina Harris Schwinn, Pavese Law Firm**, located at **1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida, 33901**, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Christina Harris Schwinn
Registered Agent

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