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Dubrow Duker & Associates, P.A.

Accountants and Financial Planners

195000000034

January 4, 1995
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700001374037
01/09/95--01087--002
***\$285.00 ***\$285.00

RE: Q.M. Environmental of the Palm Beaches, L.C.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$285.00.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Steven D. Duker
Steven D. Duker
Dubrow Duker & Associates, P.A.

FILED
95 JAN 17 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~1789 1117 545~~
T. BROWN JAN 17 1995



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 10, 1995

STEVEN D. DUKER
DUBROW DUKER & ASSOCIATES, P.A.
2840 UNIVERSITY DRIVE
CORAL SPRINGS, FL 33065

SUBJECT: Q.M. ENVIRONMENTAL OF THE PALM BEACHES, L.C.
Ref. Number: W95000000608

We have received your document for Q.M. ENVIRONMENTAL OF THE PALM BEACHES, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, or trust/trustee listed as a manager or managing member of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

The corporate suffix must be added to the corporate name throughout the application.

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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 395A00001001

ARTICLES OF ORGANIZATION
OF

Q.M. ENVIRONMENTAL OF THE PALM BEACHES, L.C.

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95 JAN 17 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the members of Q.M. Environmental of the Palm Beaches, L.C., a limited liability company formed pursuant to Section 608.45 of the Limited Liability Company Act of Florida, hereby certify:

1. **Company Name.** The name of the limited liability company is Q.M. Environmental of the Palm Beaches, L.C.
2. **Duration.** The period of it's duration is thirty years from the date of the filing of the Articles of Incorporation.
3. **Purpose.** The company is organized to conduct any lawful business for which limited liability companies may be organized.
4. **Principal Office.** The principal office address of Q.M. Environmental of the Palm Beaches, L.C. is 5841 Margate Blvd., Margate, Florida 33063, which is not the same address as the registered office of the company.
5. **Registered Agent.** The name and address of the registered agent of the company is: Steven D. Duker, Dubrow, Duker & Associates, P.A., 2840 University Drive, Coral Springs, Florida 33065.
6. **Capital.** The initial capital of the company will be \$5000.00.
7. **Additional Capital.** Members shall be required to make additional contributions to the capital of the company upon the request of the managing member for capital necessary to operate Q.M. Environmental of the Palm Beaches, L.C.
8. **Admission of Members.** Additional members shall be admitted upon the written consent of all the members.
9. **Management.** The initial operating managers of the company shall be the members whose names and addresses are:

Queasy Moose, Inc.

5841 Margate Blvd.,
Margate, Florida 33063

Operating Manager, Treasurer

Milsid, Inc.

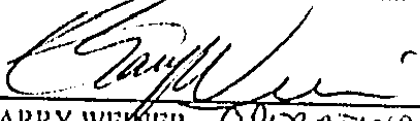
1170 Hillsboro Mile Road #102
Hillsboro Beach, Florida 33062

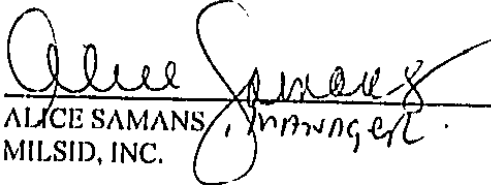
Manager, Secretary

who shall continue to serve as manager until the first annual meeting of the members or until his successor is elected and qualified.

10. **Continuity of Life.** All of the remaining members of the company may agree to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or other withdrawal of a member.

IN WITNESS WHEREOF, we have signed these Articles on this ____ day of January, 1995.


BARRY WEINER, *Operating Manager*
QUEASY MOOSE, INC.

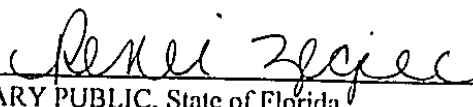

ALICE SAMANS, *Manager*
MILSID, INC.

STATE OF FLORIDA) /

)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 5 day of January, 1995, by BARRY WEINER, President, Queasy Moose, Inc., Member of Q.M. Environmental of the Palm Beaches, L.C., a limited liability company, a Florida company, on behalf of the company. He is personally known to me or has produced FL Drivers License as identification and did/did not take an oath.


NOTARY PUBLIC, State of Florida

My commission expires:

STATE OF FLORIDA)

)

COUNTY OF BROWARD)



OFFICIAL SEAL
RENEE J. ZEGIEL
My Commission Expires
Aug. 6, 1996
Comm. No. CC 220180

The foregoing instrument was acknowledged before me this 5 day of January, 1995, by ALICE SAMANS, President Milsid, Inc., Member of Q.M. Environmental of the Palm Beaches, L.L.C., a limited liability company, a Florida company, on behalf of the company. She is personally known to me or has produced PA DRIVER'S LICENSE as identification and did/did not take an oath.

Renee J. Ziegler
NOTARY PUBLIC, State of Florida

My commission expires:



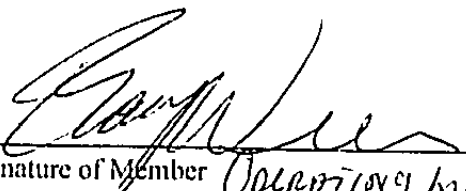
OFFICIAL SEAL
RENEE J. ZEGIEL
My Commission Expires
Aug. 6, 1996
Comm. No. CC 220160

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF**

Q.M. ENVIRONMENTAL OF THE PALM BEACHES, L.C.

The undersigned member of Q.M. Environmental of the Palm Beaches, L.C., deposes and says:

1. The above named Limited Liability Company has at least two members.
2. The total amount of cash contributed by the member(s) is \$5,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is
\$ None. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed is \$5,000.00. This total includes amounts from 2 and 3 above.



Signature of Member *OPERATING MANAGER*

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

Certificate of Designation of Registered Agent/Registered Office

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE./REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the Limited Liability Company is: Q.M. Environmental of the Palm Beaches, L.L.C.
2. The name and address of the registered is:

DUBROW DUKER & ASSOCIATES, P.A.
3040 UNIVERSITY DRIVE
CORAL SPRINGS, FLORIDA 33065

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 the obligations of my position as registered agent.

Stan D. Duker, President
(Signature)

1/5/95
(Date)