

L960000001010

Karl J. Kaiser
Travel Quest Technologies
1086 Cavern Drive
Apopka, FL 32712
407-884-6661 (O)
407-884-6662 (F)

Ms. Neysa Culligan
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

September 23, 1996

Dear Neysa:

Thank you for your assistance yesterday on the phone. Enclosed are the Articles of Organization for Travel Quest Technologies, L.C. along with a check in the amount of \$293.75 for the filing fee and a certificate of status.

I appreciate your quick turn around on this request. Should you have any questions regarding this filing, please give me a call at the number referenced above.

Thanks Again,

Karl J. Kaiser

Karl J. Kaiser

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**ARTICLES OF ORGANIZATION OF
TRAVEL QUEST TECHNOLOGIES, L.C.**

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ARTICLE I

Name

The name of the limited liability company ("Company") is Travel Quest Technologies, L.C.

ARTICLE II

Address

The mailing and street address of the Company's principal office is 1086 Cavern Drive, Apopka, FL., 32712

ARTICLE III

Duration

The Company shall dissolve on the occurrence of one of the following events:

1. Unanimous written agreement of all members to dissolve.
2. A members death, bankruptcy dissolution or any other event of dissociation, unless the company is continued by consent of all remaining members.
3. The Corporation has fewer than two members; or
4. A court decrees dissolution.

ARTICLE IV

Registered Agent and Office

The name of Company's initial registered agent in Florida is Karl J. Kaiser. The address of Company's registered office in Florida is 1086 Cavern Drive Apopka, FL 32712.

ARTICLE V

Management

The company is to be managed by Managers. Each initial manager will serve until the first annual meeting of the members. The initial managers are identified as follows:

Gregg M. Yawman, whose address is P.O. Box 1232, Windermere FL 34786

Karl J. Kaiser, whose address is 1080 Cavern Drive, Apopka, FL 32712

ARTICLE VI

Admission of New Members

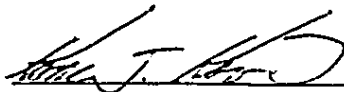
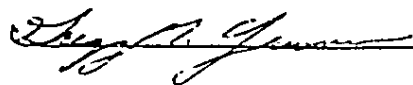
Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII

Continuation of Business

The remaining members of the Company may have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the written consent of a majority of the remaining members.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 23rd day of September, 1996 at Amelia, FL

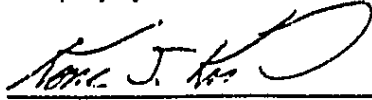



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Travel Quost Technologies, 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 members is \$20.00
3. The agreed value of property other than cash contributed by members is \$99,980 A descriptive of the property is attached and made a part of this affidavit.
4. The total amount of cash or property anticipated to be contributed by members is \$100,000. This total includes amounts from 2. and 3. above.

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



**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
APPENDIX A**

Gregg M. Yawman	\$10 Cash & \$ 49,990 Intellectual Property
Karl J. Kaiser	\$10 Cash & \$ 49,990 Intellectual Property

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name for the limited liability company is Travel Quest Technologies, L.C.
2. The name and address of the registered agent and office is: Karl J. Kaiser 1086 Cavern Drive, Apopka, FL 32712

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 9/23/96

Karl J. Kaiser

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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