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July 1, 1997

The Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400002231624--0
-07/07/97--01138--002
***\$337.50 ***\$337.50

Re: Filing Articles of Organization and
Affidavit for Quartec Enterprises, L.C.
Our File No.: 97-0109

To Whom It May Concern:

Enclosed please find the following documents to file of record to create the noted limited liability company.

1. Articles of Organization and Affidavit
2. Designation of Registered Agent/Office.
3. A Copy for Certification.
4. A check in the amount of \$337.50 for following costs:

a.	Filing Fee for Articles of Organization	\$250.00
b.	Designation of Registered Agent/Office	35.00
c.	Certified copy	52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -7 PM 12:44

I have included a self addressed stamped envelope so that you can return a certified copy of the Articles of Organization once they have been filed.

Should you have any additional information, please do not hesitate to call.

Sincerely,

Michael J. McDermott, Esquire

MJM/dlc
Enclosures

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D. BROWN JUL - 9 1997

ARTICLES OF ORGANIZATION

for

QUARTEC ENTERPRISES, L.C.
Florida Limited Liability Company

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DIVISION OF CORPORATIONS
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ARTICLE I
NAME

The name of the Limited Liability Company is: **QUARTEC ENTERPRISES, L.C.**

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 2119 West Brandon Boulevard, Suite C, Brandon, Florida 33511.

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be thirty (30) years.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by the members and the name and address of the managing member is: **JIM MACHISE, 2119 West Brandon Boulevard, Suite C, Brandon, Florida 33511.**


ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be determined in the Operating Agreement for **QUARTEC ENTERPRISES, L.C.**

ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company 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 of the limited liability company shall be determined in the Operating Agreement for QUARTEC ENTERPRISES, L.C.

IN WITNESS WHEREOF, the undersigned member(s) has/~~have~~ executed these Articles of Organization this 30 day of June, 1997.



JIM MACHISE
2119 West Brandon Boulevard
Suite C
Brandon, FL 33511

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH }

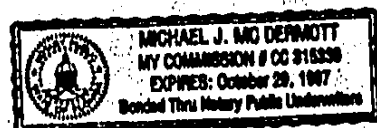
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared before me JIM MACHISE, known to me and known by me to be the person who executed the foregoing Articles of Organization, who took an oath, and he acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30 day of June, 1997.



NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:

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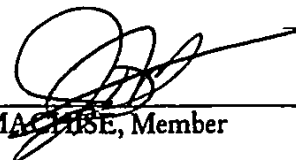
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -7 PM 12:45

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH }

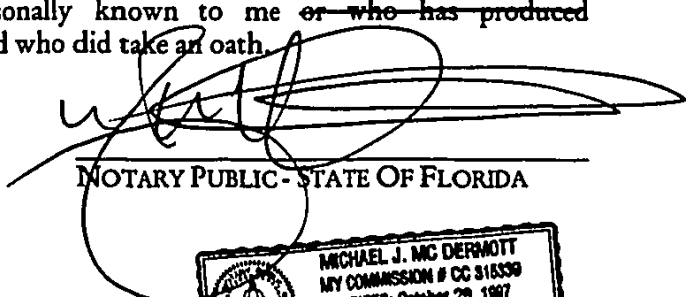
The undersigned member or authorized representative of a member of QUARTEC ENTERPRISES, L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is zero (-0-).
3. If any, the agreed value of property other than cash contributed by the member(s) is \$20,000.00. A description of the property is attached and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$20,000.00. This total includes amounts from 2 and 3 above.


JIM MACHISE, Member

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH }

The foregoing instrument was acknowledged before me this 30 day of ^{June}~~May~~, 1997, by JIM MACHISE, who is personally known to me ~~or who has produced~~ n/a as identification and who did take an oath.


NOTARY PUBLIC - STATE OF FLORIDA

D:\data\1997\97-0109\Affidavit

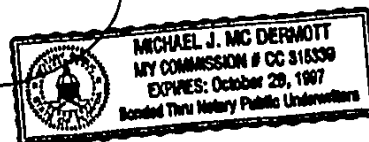


EXHIBIT "A"

<u>NAME</u>	<u>ADDRESS</u>	<u>INITIAL CAPITAL CONTRIBUTION</u>	<u>MEMBERSHIP UNITS</u>
James Machise	807 Chipaway Drive Apollo Beach, FL 33572	\$5,000.00 Intellectual Property and Personal Services (Administration and Operations)	25
Jack H. Bertman	819 Chipaway Drive Apollo Beach, FL 33572	\$5,000.00 Intellectual Property and Personal Services (Sales and Marketing)	25
Robert S. Bertman	180 Golfview Drive Sewell, NJ 08080	\$5,000.00 Intellectual Property and Personal Services (Design and Engineering)	25
Robert R. Bears, Jr.	70 Turtle Creek Oldsmar, FL 34677	\$5,000.00 Intellectual Property and Personal Services (Manufacturing and Operations)	25
			<hr/> 100

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

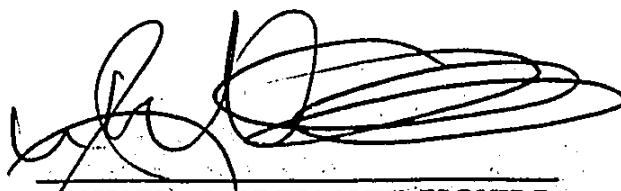
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -7 PM 12:44

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 AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: QUARTEC ENTERPRISES, L.C.
2. The name and address of the registered agent and office is: MICHAEL J. MCDERMOTT, ESQUIRE, 791 West Lumsden Road, Brandon, Florida 33511.

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 agreed 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 obligation of my position as registered agent.

Date: 6-30-97


MICHAEL J. MCDERMOTT, ESQUIRE
MICHAEL J. MCDERMOTT, P.A.
791 West Lumsden Road
Brandon, Florida 33511
(813) 684-3131
Registered Agent for QUARTEC
ENTERPRISES, L.C.