

**CORPORATE
ACCESS,
INC.**

L98000001030

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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Qualserve, LLC
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SPECIAL INSTRUCTIONS

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ARTICLES OF ORGANIZATION

OF

QUALSERVE, LLC

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The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida do set forth the following:

ARTICLE I: NAME

The name of the Company is QualServe, LLC.

ARTICLE II: DURATION

The existence of the Company shall be perpetual, unless terminated by the unanimous written agreement of Members owning at least seventy-five (75%) percent of the membership interests in the Company, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any event which terminates the continued membership of a member, unless the existence and business of the Company is continued by the consent and agreement of the remaining members owning sixty-six and two-thirds (66-2/3%) percent, or by amendment of these Articles of Organization thereby providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE III: ADDRESS OF PLACE OF BUSINESS

The principal place of business and mailing address in Florida for the Company shall be 15801 N.W. 15th Avenue, Miami, Florida 33169.

ARTICLE IV: REGISTERED AGENT

The name of the initial registered agent in Florida for the Company is Lawrence N. Rosen and the address of the initial registered agent is 2925 Aventura Boulevard, Suite 308, Aventura, Florida 33180.

ARTICLE V: ADDITIONAL MEMBERS

Members may admit additional members upon written agreement of the members owning no less than seventy-five (75%) percent of the membership interests in the Company.

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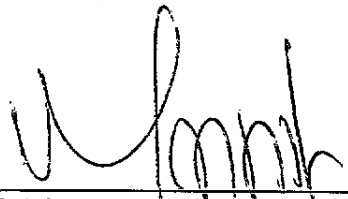
ARTICLE VI: CONTINUITY OF BUSINESS

Upon 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 of the Company shall not be continued and the Company shall be dissolved unless the written consent to continue is obtained from the remaining members owning at least sixty-six and two-thirds (66-2/3%) percent of the membership interests in the Company.

ARTICLE VI: MANAGEMENT

The management of the Company is reserved to the members, or officers of the members. The name and address of the managing member is as follows: Aaron Gewirtz, 9721 East Bay Harbour Drive, Apt. 3B, Bay Harbour, Florida.

These Articles of Organization have been executed on the date set forth by an authorized representative of a member.



Moises Gilinski, Authorized Representative
Date: July 10, 1998

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of QualServe, LLC, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent by QualServe, LLC

Executed this 10th day of July, 1998.

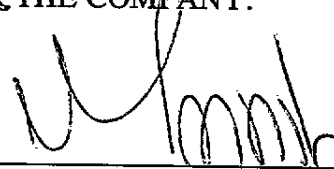
By:



Lawrence N. Rosen, Registered Agent

FOR THE COMPANY:

By:



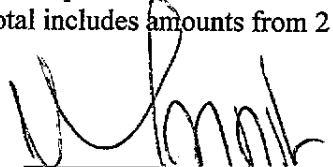
Moises Gilinski, Authorized Representative

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
QUALSERVE
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, An authorized representative of a member of QualServe, LLC, deposes and says:

1. The above named limited liability company has at least two members;
2. The total amount of cash contribution by the member(s) is One Thousand (\$1,000.00) Dollars;
3. The agreed value of property, if any, other than cash contributed by member(s) is \$ -0- and
4. The total amount of cash or property anticipated to be contributed by member(s) is One Thousand (\$1,000.00) Dollars. This total includes amounts from 2 and 3 above.

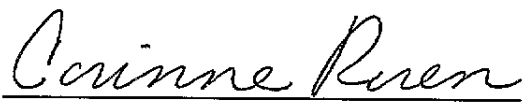


MOISES GILINSKI

STATE OF FLORIDA }
COUNTY OF DADE } SS

On this 10th day of July, 1998, before me personally appeared Moises Gilinski, a member of QualServe, LLC, to me known to be the person who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.



Notary Public, State of Florida
Print Name: _____
Commission No.: _____
My Commission Expires: _____

