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((H99000018882 3))

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LIMITED LIABILITY COMPANY

Quantum Financial Services Group LLC

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QUANTUM FINANCIAL SERVICES GROUP LLC
ARTICLES OF ORGANIZATION

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is **QUANTUM FINANCIAL SERVICES GROUP LLC** (the "Company").

ARTICLE II. ADDRESS

The principal office and mailing address of the Company is:

701 Brickell Avenue, Suite 3000
Miami, Florida 33131

ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue until December 31, 2021, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining

THIS INSTRUMENT WAS PREPARED BY:

George D. Perlman, Esq.
Fla Bar No.: 250023
Holland & Knight LLP
701 Brickell Ave., Suite 3000
Miami, Florida 33131
tel: (305) 374-8500
fax: (305) 789-7799

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Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation the Company's initial registered agent at that address to accept service of process within this state.

ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

The Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Managers shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follows:

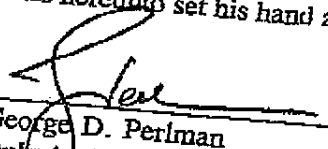
Such Manager shall serve in such capacity until the first annual meeting of the Members or until its successors are duly elected and qualified.

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ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 30th day of July, 1999.


George D. Perlman
Duly Authorized Representative of a Member

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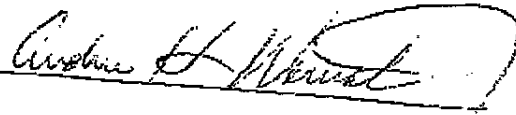
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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that it is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 

Dated: July 30, 1999

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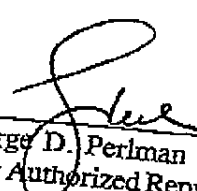
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COUNTY OF MIAMI-DADE

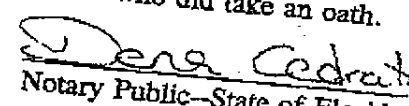
I, George D. Perlman, a duly authorized representative of a member of
QUANTUM FINANCIAL SERVICES GROUP LLC, being first duly sworn, deposes and
says:

1. That I am a duly authorized representative of a member of QUANTUM
FINANCIAL SERVICES GROUP LLC, a Florida limited liability company (the "Company");
2. That the Company has at least two members;
3. That the members of the Company have contributed \$100.00 to the capital
of the Company; and
4. That the members of the Company are expected to contribute no additional
capital to the Company.
5. That the agreed value of property other than cash contributed by the
members is \$0.

And further affiant sayeth not.


George D. Perlman
Duly Authorized Representative of a Member

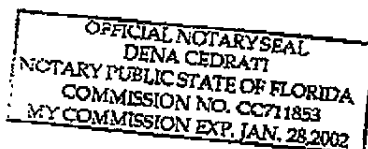
The foregoing instrument was acknowledged before me this 30th day of July, 1999, by
George D. Perlman, who is personally known to me and who did take an oath.


Notary Public—State of Florida

Print Notary Name: _____

My Commission Number is: _____

My Commission Expires: _____



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