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August 15, 2002

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

Re: QCE, Inc. - a corporation
QCE, L.L.C. - a limited liability company

2000007191692--6
-08/19/02--01025--020
*****35.00 *****35.00

Dear Sir or Madame:

done + mailed

Enclosed please find a letter from the Managing Member/Resident Agent of QCE, L.L.C., requesting that the enclosed Articles of Organization be filed. Also enclosed is our check for \$155.00, representing filing fees of \$100.00, a registered agent fee of \$25.00, and a certified copy of record fee of \$30.00. Please returned the filed, certified copy of the Articles of Organization in the stamped, self-addressed envelope enclosed for your convenience.

Also enclosed is the Articles of Dissolution for QCE, Inc. and our check in the amount of \$35.00 representing the filing fee for dissolution of the corporate entity. Please return a filed copy of the Articles of Dissolution to me in the envelope provided.

If you require additional information or have any questions, please feel free to contact the undersigned.

Sincerely yours,

Lisa A. Musial

Lisa A. Musial
LAM:sp
Enclosures

FILED
02 AUG 19 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dissolution

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ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is QCE INCORPORATED

SECOND: The date dissolution was authorized is August 5, 2002.

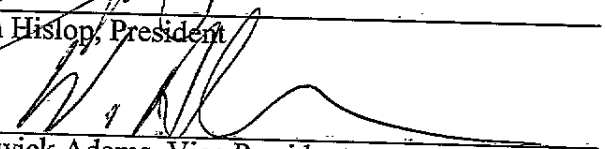
THIRD: Adoption of Dissolution

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Signed on August 5, 2002



John Hislop, President



Warwick Adams, Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA