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AZ CORPORATION COMMISSION
FILED

ARTICLES OF ORGANIZATION

DEC 15 2004

EXP

OF

FILE NO. L-1169767-9

QBITZ, L.L.C.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, pursuant to Section 29-631 of the Arizona Revised Statutes, hereby form a limited liability company under the laws of the State of Arizona and, for such purposes, hereby adopt the Articles of Organization as follows:

1. **NAME**. The name of the limited liability company is **QBITZ, L.L.C.** (the "Company").

2. **REGISTERED OFFICE**. The address of the registered office in Arizona is:

8638 E. Natal Avenue
Mesa, Arizona 85208

3. **STATUTORY AGENT**. The name and address of the statutory agent for the Company is:

Roger C. Decker, Esq.
30 West First Street
Mesa, Arizona 85201

4. **MEMBERS**. The Members' names and mailing addresses are:

Jared Scott
8638 E. Natal Avenue
Mesa, Arizona 85208

Jeff Wisdom
2984 E. Pony Court
Gilbert, Arizona 85296

5. **LATEST DATE OF DISSOLUTION**. The latest date on which the Company is to dissolve is December 31, 2075.

6. **MANAGEMENT**. Management of the Company is reserved to the Members.

7. **INDEMNIFICATION**. Subject to the further provisions hereof, the Company shall indemnify any and all of its Members and former Members, to the full extent permitted

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under applicable law against all amounts incurred by them and each of them, including but not limited to expenses, legal fees, costs, judgments, fines and amounts paid in settlement which may be actually and reasonably incurred, rendered or levied in any threatened, pending or completed action, suit or proceeding brought against any of them by anyone for or on account of any action or omission alleged to have been committed while acting within the scope of his duties as a Member of the Company. Whenever any such Member shall report to the Company that he has incurred or may incur such amounts, the Company shall, within a reasonable time thereafter, determine in a manner consistent with applicable Arizona law whether, in regard to the matter involved, such person acted or failed to act in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding had no reasonable cause to believe his conduct was unlawful. If the Company so determines that such person acted or failed to act in such a manner, as appropriate, with regard to the matter involved, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that the Company shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall not offer the Company the opportunity, at its own expense and through counsel of its own choosing, to defend him in the action, suit or proceeding. Nothing contained herein is intended to limit any right of indemnification or other rights provided by the Arizona Revised Statutes, or other applicable law.

Members of the Company shall not be personally liable to the Company or its Members for monetary damages for breach of fiduciary duty as a Member, except for: (i) liability for any breach of Member's duty of loyalty to the Company or its Members; or (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) liability made mandatory and prohibited from indemnification by the Arizona Revised Statutes.


IN WITNESS WHEREOF, the undersigned have executed this document on this
10 day of December, 2004.


Jared Scott
Jeff Wisdom

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ACCEPTANCE BY STATUTORY AGENT

ROGER C. DECKER, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or resignation is submitted in accordance with the Arizona Revised Statutes.



Roger C. Decker

Date: December 10, 2004.

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**ARIZONA CORPORATION COMMISSION
TRANSMITTAL FOR FAX FILING**

DATE: December 14, 2004

TO: ARIZONA CORPORATION COMMISSION
Corporations Division
1200 West Washington
Phoenix, AZ 85007

FAX LINES:
Corporate records/certified
copies/plain copies: 602-542-3414
Corporate filing: 602-542-4100

FROM: UDALL, SHUMWAY & LYONS, P.L.C.
(Account Holder)

ADVANCE ACCOUNT NO: 1469 FAX NO: 480-833-9392

CONTACT PERSON: JEANNE LAMBLY TELEPHONE NO: 480-461-5344

CORPORATION NAME: Qbitz, L.L.C. CLIENT NO: #105007-001
DOCUMENT TYPE: Articles of Organization

INSTRUCTIONS: Please file Articles on an **EXPEDITED** basis. Please fax to us a copy reflecting that Articles have been "Received" at the ACC. Deduct the charges from our account. Return approved Articles via fax. Thanks.

NO. OF PAGES (including transmittal) 4

XXX

PLEASE EXPEDITE THIS FILING AND CHARGE THE APPLICABLE FEE
OF \$35.00 (PER FILING) TO MY ACCOUNT.

RECEIVED
DEC 15 2004

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

____ The Corporation Commission hereby acknowledges receipt of the document described herein.

(Date Stamp)

Filing fee(s) charged to your account in the amount of \$ _____

____ There is a problem with your transmittal. Please call the undersigned at your earliest convenience. Thank you.

Examiner _____

Telephone _____

* All documents are subject to review before filing.

1200 WEST WASHINGTON, PHOENIX, ARIZONA 85007