

P950000 54782

FILED

TRANSMITTAL LETTER

95 JUL 13 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

300001537179
-07/13/95--01074--008
***131.25 ***131.25

SUBJECT: INTERNATIONAL QUALITY SERVICES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Kenneth Erickson
Name (printed or typed)
11595 Kelly Road
Address
Ft. Myers, FL 33908
City, State & Zip
941-466-5818
Daytime Telephone number

N. HENDRICKS JUL 17 1995

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

International Quality Services, Inc.

ARTICLE I NAME

The name of the corporation shall be:

International Quality Services, Inc.

FILED
95 JUL 13 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11595 Kelly Road
Ft. Myers, FL 33908

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of capital stock with no par value. All shares are to be common, participating and voting shares.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Kenneth Erickson
11595 Kelly Road
Ft. Myers, FL 33908

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Kenneth Erickson
11595 Kelly Road
Ft. Myers, FL 33908

ARTICLE VI OBJECTS AND PURPOSES

The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are stated and declared to be as follows:

To enter into any business lawful under the laws of the State of Florida, either for its own account, or for the account of others, as agent, and either as agent or principal to enter upon or engage in any kind of business of any nature whatsoever, in which corporations organized under the Florida Business Corporations Act may engage; and to the extent not prohibited thereby to enter upon and engage in any kind of business of any nature whatsoever in any other state of the United States of America, any foreign nation, and any territory of any country to the extent permitted by the laws of such state, nation or territory.

ARTICLE VII PREEMPTIVE RIGHTS

Shareholders shall have preemptive rights on any and all shares issued or reissued whether for consideration other than cash, to satisfy conversion or option rights, or treasury shares or shares issued pursuant to any employee compensation, incentive and/or benefit plans.

ARTICLE VIII CUMULATIVE VOTING

In the election of directors, each shareholder of record shall have the right to multiply the number of votes to which he is entitled by the number of directors to be elected, and to cast all such votes for one candidate, or distribute them among any two or more candidates.

ARTICLE IX CORPORATE ACTION OF SHAREHOLDERS

A quorum for the purpose of transacting business at a meeting of shareholders shall be the presence, in person or by proxy, of the holders of 51% of the total voting power. 51% of the votes actually cast shall decide any matter properly brought before a shareholders meeting organized for the transaction of business except that if shareholder action or approval is required by law in connection with the amendment of these articles or any merger, consolidation, transfer of corporate assets or dissolution of or involving the corporation, such action or approval shall be taken or given only upon the affirmative vote of not less than $66\frac{2}{3}$ of the number of shares entitled to vote on the particular question.

ARTICLE X DIRECTORS

Directors

Section 1. Number of Directors.

The number of directors which shall constitute the whole Board shall be not more than five, as shall be designated in the by-laws, or if not so designated, as shall be elected from time to time by the shareholders.

Section 2. Director's Proxies.

Any director absent from a meeting of the Board of Directors or any committee thereof may be represented by any other director or shareholder, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director.

Section 3. Notice of Meetings.

Every director shall be mailed a written notice of every meeting of the Board of Directors at least five (5) days before the meeting; however, this requirement may be waived by each director at any meeting of the Board of Directors and is automatically waived by any director attending the meeting unless he objects to the lack of notification.

Section 4. Quorum and Voting.

51% of the Board of Directors present in person or by proxy shall be necessary to constitute a quorum for the transaction of business. The acts of 51% of the directors present, in person or by proxy, at a meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 5. Power and Duties.

The business and affairs of this corporation shall be managed and all of the corporate powers shall be vested in and exercised by the Board of Directors.

ARTICLE XI STOCK PURCHASE

Restrictions on Transfers, Dispositions and Encumbrances of Stock

Section 1. No stock in this corporation shall be encumbered, transferred or disposed of in any manner by the holder thereof without first obtaining written consent of all other shareholders, except that in the absence of such written consent, the party desiring to encumber, transfer or dispose of his stock shall offer for sale to the corporation the said stock. The corporation shall have an option to purchase the stock on the same terms as a bonafide offer. The offer shall be in writing and shall set forth

the price and terms on which the stock is offered. It shall be sent by registered mail to the President and Secretary of the corporation at the registered office of the corporation. The corporation acting through its Board shall have thirty (30) days from the receipt of the offer to accept or reject its option to purchase the stock.

Section 2. In the event that the corporation is unable or unwilling for any reason to exercise its option as granted above, in whole or in part, the shareholder desiring to encumber, transfer or dispose of his stock shall offer for sale to the other shareholders of the corporation the stock that he desires to encumber, transfer or dispose of. The other shareholders shall have the option to buy the said stock, in the proportions in which these other stockholders hold stock in the corporation. The option price for the said stock shall be the same as a bonafide offer. After the corporation has given written notice by registered mail to the stockholder desiring to encumber, transfer or dispose of his stock of its rejection of the offer provided for in Section 1 above, or after the expiration of the option period of the corporation, the later, the shareholder desiring to encumber, transfer or dispose of his stock shall give written notice of the offer by registered mail to each stockholder at the address listed on the corporation books. The shareholder receiving the offer and holding the option shall have thirty (30) days after receipt of the offer to accept the offer. The right to encumber, transfer or dispose of stock shall not exist until the option of the corporation expires, and until the option of the other stockholders expires, unless all other shareholders consent in writing to the encumbrance, transfer or disposition.

Section 3. Except as to the transfer on death or gift of the stock of a stockholder to his spouse or linear decedents (which shall be controlled if at all by the by-laws or by a shareholder agreement), no sale, mortgage, pledge, conveyance, transfer, seizure, donation, sale under legal process or attachment, or by virtue of any pledge or hypothecation, and no other disposal of stock of any nature whatsoever shall have any effect as related to the corporation or its stockholders, nor shall it be valid in any fashion until the option period provided above shall have expired, unless all other shareholders consent in writing thereto.

Section 4. Notwithstanding any and all of the above provisions, the corporation's shareholders may make agreements on any terms or conditions either in by-laws, or by shareholder agreement among themselves as a whole or any number of them, and/or the corporation relative to the purchase, sale, exchange or any disposition or transfer of the stock of this corporation in the event of the divorce, separation, death, insolvency, bankruptcy, insanity, retirement, separation of service or disability of any stockholder, in the event of a transfer of his stock by donation, succession or bequest to the stockholder's spouse, heirs or linear decedents or in the event of a purchase, sale, exchange, disposition, transfer or encumbrance, of whatever kind or nature,

whether voluntary or as a result of judicial order or decree, of the stock of this corporation. A copy of any such agreement shall be filed with the secretary or secretary-treasurer of this corporation, and the provisions of any such agreement shall be binding upon the person or persons who are parties to it and their respective spouses, heirs, administrators, legatees, executors and assigns and amendment of these articles may increase, decrease, modify, amend or restrict any of the rights, liabilities, duties or obligations of any shareholder or shareholders who are a signatory to any such shareholder's agreement or said shareholders' respective spouses, heirs, administrators, legatees, executors and assigns.

The undersigned Incorporator has executed these Articles of Incorporation this 10th day of JULY, 1995.



KENNETH ERICKSON, INCORPORATOR

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: INTERNATIONAL QUALITY SERVICES, INC.

2. The name and address of the registered agent and office is:

Kenneth Erickson
(NAME)
11595 Kelly Road
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
Ft. Myers, FL 33908
(CITY/STATE/ZIP)

FILED
95 JUL 13 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree 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 obligations of my position as registered agent.

Kenneth Erickson
(SIGNATURE)

7-10-95
(DATE)