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CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: QUALITY PERFORMANCE, INC.
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TALLAHASSEE, FLORIDA

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**H 97000012943**  
**ARTICLES OF INCORPORATION**  
**OF**  
**QUALITY PERFORMANCE, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

**Article I**

**NAME**

The name of the Corporation is **QUALITY PERFORMANCE, INC.**, and the principal address is 900 West Ave., #1213, Miami Beach, Florida 33139.

**Article II**

**DURATION**

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of State.

**Article III**

**NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**Article IV**

**CAPITAL STOCK**

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative voting.** Cumulative voting shall not be permitted.

William J. Sanchez, Esq.  
10621 N. Kendall Dr., Suite 208  
Miami, Florida 33176  
(305) 598-6577  
Fl. Bar No. 749060

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Article V

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 900 West Avenue, #1213, Miami Beach, Florida 33139, and the name of the initial registered agent of this corporation is Mauricio Monteiro at this address.

Article VI

**DIRECTORS**

(a) **Number.** This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) **Initial Directors.** The name and street address of the directors of the corporation is:

Name	Address
Alton Monteiro President	900 West Ave., #1213 Miami Beach, Florida 33139
Mauricio Monteiro Vice President	900 West Ave., #1213 Miami Beach, Florida 33139
Salomon Soares Freitas Treasurer	900 West Ave., #1213 Miami Beach, Florida 33139
Rose Mary Monteiro Secretary	900 West Ave., #1213 Miami Beach, Florida 33139

(c) **Compensation:** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII

**BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

**INCORPORATOR**

William J. Sanchez  
10621 N. Kendall Drive  
Suite 208  
Miami, Florida 33176

Article IX

**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 7<sup>th</sup> day of August, 1997.

State of Florida        )  
                                  ) SS  
County of Dade         )

The following instrument was acknowledged and personally known before me this 7<sup>th</sup> day of August, 1997.

*Personalty known*

*Yolanda Fernandez*  
Notary Public, State of Florida

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YOLANDA FERNANDEZ  
My Commission CC066889  
Expires Sep. 23, 1999  
Bonded by ANS  
800-662-8078

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48,901, Florida Statutes, the following is submitted.

Quality Performance, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami Beach, State of Florida, with office located at 900 West Ave., #1213, Miami Beach, Florida 33139, has designated Mauricio Monteiro, as its agent and accept service of process within Florida.

Incorporator:

  
William J. Sanchez

Date: 8/7/92

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Mauricio Monteiro

Date: 8/2/92

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