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LAW OFFICE

M. DANIEL HUGHES

PROFESSIONAL ASSOCIATION

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MEMBER OF  
FLORIDA AND GEORGIA BAR

OF COUNSEL  
KEVIN M. LYONS  
CARL G. SANTANGELO

August 26, 1997

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

600002282206-025 2  
-09/02/97-F01055  
\*\*\*122.50 \*\*\*122.50

Re: QUALITY USA PROMOTION, INC.

Dear Sir:

Enclosed please find Articles of Incorporation of Quality USA Promotion, Inc., together with check in the amount of \$122.50, representing:

Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified copy of Articles	\$ 52.50
<b>TOTAL:</b>	<b>\$122.50</b>

Please return a certified copy of the Articles of Incorporation at your earliest convenience.

Very truly yours,

M. DANIEL HUGHES

AL SEP - 4 1997

MDH:fsj  
Enclosures

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FILED  
97 SEP - 2 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
*QUALITY USA PROMOTION, INC.*

**FILED**  
97 SEP -2 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Corporation Act of the State of Florida, does hereby certify and adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation is: *QUALITY USA PROMOTION, INC.*

ARTICLE II: TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when this document is received by the Secretary of State.

ARTICLE III: PURPOSE

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

ARTICLE IV: ADDRESS

The street address of the principal office of the corporation is: 5401 N.E. 14th Avenue, Fort Lauderdale, FL 33334.

ARTICLE V: DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is: 2. The names and addresses of the Directors who will serve on the initial Board of Directors are:

CHOL LEE

President

STEVE LEE

Secretary

ARTICLE VI: INCORPORATOR

The name and address of the initial incorporator is: CHOL LEE, 5401 N.E. 14th Avenue, Fort Lauderdale, FL 33334.

ARTICLED VII: BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Shareholders.

ARTICLE VIII: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

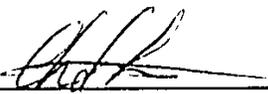
ARTICLE IX: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is: 1,000 at One Dollar (\$1.00) par value, per share.

ARTICLE X: INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to these Articles of Incorporation, this 20<sup>th</sup> day of August, 1991.

  
\_\_\_\_\_  
CHOL LEE, Subscriber

STATE OF FLORIDA     )  
                                  )SS.:  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day  
of August, 1999, by **CHOL LEE**, to be known to be the person  
described in and who executed the foregoing instrument, and he acknowledged to me and  
before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 20<sup>th</sup> day of August,  
1999.

[Signature]  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

OFFICIAL NOTARY SEAL  
FRAN S JONES  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC424329  
MY COMMISSION EXP JAN. 3, 1999

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF AND PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607.037, F.A.:

**QUALITY USA PROMOTION, INC.** organized under the laws of the State of Florida, with its principal office at: 5401 N.E. 14th Avenue, Fort Lauderdale, FL 33334 has named CHOL LEE as its Agent to accept service of process within the Date.

NEWLY ELECTED OFFICERS:

ADDRESS:

CHOL LEE - President

5401 N.E. 14th Avenue  
Fort Lauderdale, FL 33334

STEVE LEE - Secretary

5401 N.E. 14th Avenue  
Fort Lauderdale, FL 33334

  
\_\_\_\_\_  
CHOL LEE

I agree, as Registered Agent, to accept service of process, to keep office open during prescribed hours, to post my name in some conspicuous place in office as required by law.

  
\_\_\_\_\_  
CHOL LEE

**FILED**  
97 SEP -2 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA