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PLEASE REPLY TO TAMPA

FILE NO. 38812.97735

P98000065112

July 21, 1998

Florida Dept. of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

900002595349--9
-07/22/98--01055--009
*****70.00 *****70.00

Re: Quaker South Corp.

Dear Sir/Madam:

Enclosed for filing are the original Articles of Incorporation for Quaker South Corp., the Certificate designating the Registered Agent, and our firm check in the amount of \$70.00 for the filing fees. The fees include \$35.00 for filing of the Articles of Incorporation and \$35.00 for filing the Registered Agent form.

Please return all correspondence concerning this matter to the following:

Philip M. Shasteen, Esq.
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.
100 North Tampa Street, Suite 1800
Tampa, FL 33602

Please call me if you have any questions. Thank you.

Very truly yours,

Linda M. Werner
Linda M. Werner
Legal Assistant

encls
0027247.01

FILED
08 JUL 22 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*OB
7-21-98
H*

ARTICLES OF INCORPORATION

of

QUAKER SOUTH CORP.

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98 JUL 22 AM 9:25
SECRETARY OF STATE
ALLAHASSEE, FLORIDA

ARTICLE I - NAME AND MAILING ADDRESS

The name of this corporation is Quaker South Corp. and the mailing address of this corporation is 100 North Tampa Street, Suite 1800, Tampa, Florida 33602.

ARTICLE II - DURATION; EFFECTIVE DATE

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one Hundred (100) Shares of common stock, which shall be designated as "Common Shares," having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 100 North Tampa Street, Suite 1800, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Philip M. Shasteen.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than three directors.

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Philip M. Shasteen, 100 North Tampa Street, Suite 1800, Tampa, Florida 33602.

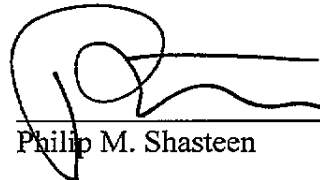
ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE VIII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of July, 1998.



Philip M. Shasteen

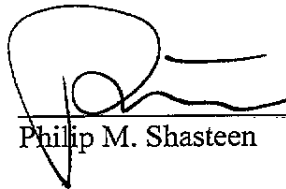
INCORPORATOR

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Florida Statutes Section 48.091, Quaker South Corp. desiring to organize under the laws of the State of Florida, hereby designates Philip M. Shasteen, 100 North Tampa Street, Suite 1800, Tampa, Florida 33602, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statutes Section 48.091(2) relative to maintaining an office for the service of process.



Philip M. Shasteen

0027212.01

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TALLAHASSEE, FLORIDA