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MJH

May 30, 2000

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

Re: QUALITY SYSTEMS ASSOCIATES INCORPORATED

Dear Sir/Madam:

The enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Existence, and check in the amount of \$87.50 (Filing Fee, Certificate of Status & Certified Copy) are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

John D. O'Donnell, Esquire
Colonial Building - Suite 201
4367 North Federal Highway
Fort Lauderdale, FL 33308

Should you need to call someone concerning this matter, please call:

John D. O'Donnell, Telephone: (954) 491-2700

Thank you for your assistance in this regard.

Very truly yours,

John D. O'Donnell

JOHN D. O'DONNELL

JDO:do

enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

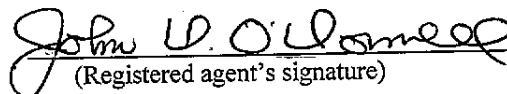
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Name of corporation: QUALITY SYSTEMS ASSOCIATES INCORPORATED
2. State or country under the law of which it is incorporated: Commonwealth of Pennsylvania.
3. FEI number, if applicable: 232262927
4. Date of incorporation: October 5, 1984
5. Duration: Perpetual
6. Date first transacted business in Florida: upon qualification
7. Current mailing address: 100 Mechanic Street, Doylestown, PA 18901
Principal office address: 100 Mechanic Street, Doylestown, PA 18901
8. Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida: To engage in the manufacture, fabrication, assembly, merchandising and distribution of various items, as well as to engage in and do any lawful act concerning any or all lawful business for which corporations may be organized under the Business Corporation Law.
9. Name and street address of Florida registered agent: JOHN D. O'DONNELL, ESQUIRE, 4367 North Federal Highway, Colonial Building - Suite 201, Fort Lauderdale, FL 33308

10. Registered agent's acceptance:

Having been named as registered agent and to accept serve of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRET
DIVISION OF CORPORATIONS

12. Names and addresses of officers and/or directors: (Street address ONLY. P.O. Box NOT acceptable)

A. DIRECTORS (Street address only – P.O. Box NOT acceptable)

Chairman: Robert E. Mahoney, Jr., 166 Harbor Drive, Tavernier, FL 33070.

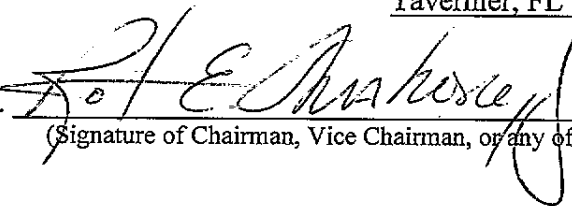
Director: Robert E. Mahoney, Jr., 166 Harbor Drive, Tavernier, FL 33070.

B. OFFICERS (Street address only – P.O. Box NOT acceptable)

President, Vice President,
Secretary/Treasurer

Robert E. Mahoney, Jr.
166 Harbor Drive
Tavernier, FL 33070

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert E. Mahoney, Jr., President/Director

(Typed or printed name and capacity of person signing application)

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

MAY 17, 2000

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

QUALITY SYSTEMS ASSOCIATES INCORPORATED

is duly incorporated under the laws of the Commonwealth of Pennsylvania
and remains a subsisting corporation so far as the records of this office
show, as of the date herein.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's
Office to be affixed, the day
and year above written.

Kim Ditzgenjull

Secretary of the Commonwealth

DPOS