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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Matthew Quigley, do hereby certify that this Resolution of the Board of Directors of MQ, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on June 22, 1998.

Resolved, that MQ, Inc. organized and existing in the state of Delaware, hereby adopts the name Quigley Group, Inc. for use in Florida.

Dated: June 22, 1998.

Matthew Quigley, Bresident

PILED

98 JUN 18 PH 2: 01

SECRETARY OF STATE

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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.	MQ, Inc. [Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or was abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural or partnership if not so contained in the name at present.)	
2.	Delaware (State or country under the law of which it is incorporated) 3. applied for (FEI number, if applied applied for (FEI number) if appl	cable)
4.	June 11, 1998 5. Perpetual (Duration: Year corp. will cease to exist or "perpe	tual")
6.	upon qualification (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)	
7.	PO Box 471 Haverford, PA 19041	T T
	(Current mailing address)	
	(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)	
9.	Name and street address of Florida registered agent:	
	Name: C T CORPORATION SYSTEM	
	Office Address: c/o C T Corporation System, 1200 South Pine Island Road	
	Plantation Florida, 33324	
	(Zip Code)	
Ha de fu	Registered agent acceptance: ving been named as registered agent and to accept service of process for the above stated corporation as signated in this application. I hereby accept the appointment as registered agent and agree to act in this continuous the provisions of all statutes relative to the proper and complete performance of a manifest with and accept the obligation of my position as registered agent. C T CORPORATION SYSTEM (Registered agent acceptance of the proper and complete performance of the proper and co	capacity. I

12	Names and	addresses	of officers	and/or	directors:
14.	Ivallies allu	auulesses	OI OIIICEIS	anuvoi	uli Gului 3.

A.	DIRECTORS (Street address only - P.O. Box NOT acceptable)		
	Chairman: Matthew J. Quigley		
	Address: 140 Lee Circle Bryn Mawr, PA 19010		
	Vice Chairman: Robert P. Quigley, III		
	Address: 425 Parkview Place Burr Ridge, IL 60521		
	Director: Lisa Curran		
	Address: 411 Timber Lane Devon, PA 19033		
	Director: Denise Klinges		
	Address: 30 Croton Road Strafford, PA 19087		
B.	OFFICERS (Street address only - P.O. Box NOT acceptable)		
President Matthew J. Quigley			
	Address: 140 Lee Circle Bryn Mawr, PA 19010		
	Vice President: Denise Klinges		
	Address: 30 Croton Road Strafford, PA 19087		
	Secretary: Lisa Curran		
	Address: 411 Timber Lane Devon, PA 19033		

Treasure	Robert P. Quigley,	ΪΪΪ	<u></u>	<u> </u>	
Address:	425 Parkview Place	Burr Ridge, 1	L 60521		
NOTE: If necessary, and/or directors.	you may attach an add	dendum to the a	pplication list	ing additional o	fficers
	map, Vice Chairman, o	or any officer list	ted in numbe	r 12 of the	•
application) 14. Matthew Quigley,	President				
(Typed or printed r	name and capacity of p	erson signing a	pplication)		

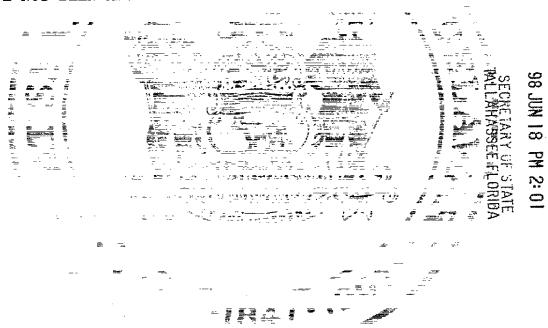
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SECRETARY OF STATE

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "MQ, INC." IS DULY INCORPORATED
UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING
AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF
THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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