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FEDERAL BUREAU OF INVESTIGATION

BIVENS, JONES & ASSOCIATES

Attorneys and Counselors at Law

1543 Kingsley Ave. #18-B

Orange Park, Florida 32073

Office (904) 264-3412

Fax (904) 264-2456

Please reply to: Orange Park Office

Burney Bivens, Esq.
Edward W. Dawkins, Esq.
Athiel (Josh) Jones, Esq.*
Robert E. Lee, Esq.**

Also Admitted in New York*
Also Admitted in Ohio**

Jacksonville Office
101 E. Union Street, Ste 403
Jacksonville, FL 32202

Office (904) 353-9100
Fax (904) 355-6557

January 6, 2006

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

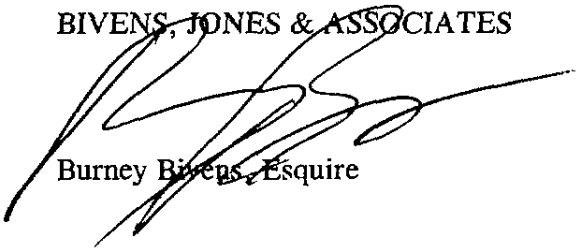
RE: Quality Resource Center, Inc.

Greetings:

Please find enclosed for filing the original and one copy of the Articles of Incorporation for Quality Resource Center, Inc., together with my check in the amount of \$70.00. Please return a stamped copy to me at my Orange Park address.

Yours, truly,

BIVENS, JONES & ASSOCIATES


Burney Bivens, Esquire

BB/rl1

Encl.

**ARTICLES OF INCORPORATION
OF
QUALITY RESOURCE CENTER, INC.**

FILED
06 JAN 10 AM 9:27
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The undersigned, acting as incorporator of a non-profit corporation under the Not for Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is QUALITY RESOURCE CENTER, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The corporation is organized to provide behavioral services, counseling and for any other purposes or activities that are lawful in the State of Florida and the United States of America for non-profit corporations.

ARTICLE IV - MEMBERSHIP

The qualifications for membership and the manner of admission shall be as set forth in the by-laws.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of the corporation shall be, 1823 University Blvd, South, Jacksonville, FL 32216. The initial registered agent is Burney Bivens, Esquire, and the initial

registered address is 1543 Kingsley Avenue, Orange Park, Florida 32073.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of two (2) members, who need not be a residents of the State of Florida.

ARTICLE VII INITIAL DIRECTORS

The names and address of the persons who shall serve as the initial Director until the first annual meeting of the members, or until such time as his successor has been elected and qualified, is:

<u>NAME</u>	<u>ADDRESS</u>
Mark Ulerie	13079 Harborton Drive Jacksonville, Florida 32244
Jerolynn Ulerie	13079 Harborton Drive Jacksonville, FL 32244

The manner of election shall be as specified in the by-laws.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Burney Bivens, Esquire	1543 Kingsley Avenue, #18-B Orange Park, FL 32073

ARTICLE IX - BY-LAWS

The by-laws of the corporation shall set forth in detail the qualifications for membership and voting rights.

ARTICLE X - DUTIES AND POWERS

Quality Resource Center, Inc., shall be a non-profit corporation and shall have all the duties and powers of non-profit organizations, and no members, officers or director shall be authorized to do anything inconsistent with a non-profit corporation. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of any of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE XI - STOCK

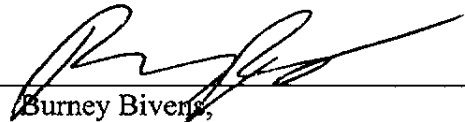
This corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act and shall not have the power to issue shares of any type or class of stock but may issue membership certificates if so provided in the by-laws.

ARTICLE XII - DISSOLUTION OF CORPORATION

Upon dissolution of the corporation, the assets of the corporation remaining after payment

of all debts and liabilities of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization and organizations that the court shall deem which are organized and operated exclusively for such purposes.

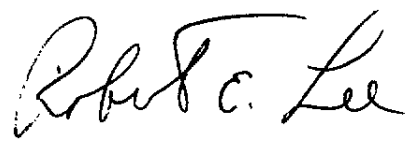
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Orange Park, Clay County, Florida, on this 5th day of January, 2006.

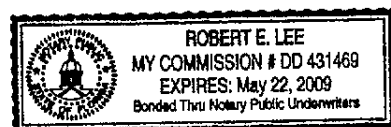

Burney Bivens,
Incorporator

STATE OF FLORIDA)
 :SS
COUNTY OF CLAY)

BEFORE ME, the undersigned authority, personally appeared, Burney Bivens, the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

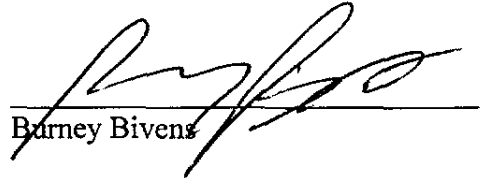
IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange Park, Clay County, Florida, on this 5th day of January, 2006.


Notary Public - State of Florida
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts his designation as registered agent for QUALITY
RESOURCE CENTER, INC.,


Burney Bivens

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CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
FLORIDA