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March 14, 2000

Florida Secretary of State
Div. Of Corporations
P. O. Box 6327
Tallahassee, FL.32314

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*****122.50 *****78.75

Please file the enclosed Articles of Inc. Please sent Certificate to the undersigned.

Sincerely

Donald C. Knapmeyer

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00 MAR 17 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FL 09012

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**ARTICLES OF INCORPORATION
FOR
QED BUSINESS SOLUTIONS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLES I

The name of the corporation shall be: **QED BUSINESS SOLUTIONS, INC.**

ARTICLES II

The principal place of business and mailing address of **QED Business Solutions, Inc.** shall be:
413 Cleveland St., Clearwater, Florida 33755.

ARTICLES 111

The number of shares that **QED Business Solutions, Inc.** is authorized to have outstanding at any one time, without amending these Articles of Incorporation in ten thousand (10,000) shares of no par value common stock.

ARTICLE IV

The name and address of the initial registered agent is : **Donald C. Knapmeyer, Esq.**
413 Cleveland St., Clearwater, FL. 33755.

ARTICLE V

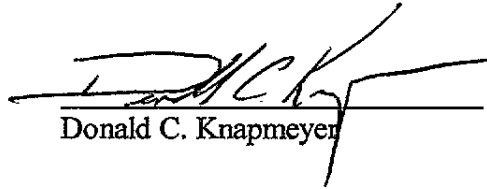
The name of the incorporator is **Donald C. Knapmeyer, 413 Cleveland St., Clearwater, FL. 33755**, and his signature appears below.

ARTICLE VI

QED Business Solutions, Inc., shall be of perpetual duration and succession in its corporate name and shall have the same powers as an individual to do all things necessary or convenient to carry on its business and affairs, including without limitation, all powers provided

QED Business Solutions, Inc., shall be of perpetual duration and succession in its corporate name and shall have the same powers as an individual to do all things necessary or convenient to carry on its business and affairs, including without limitation, all powers provided for by and in 607.0302 Florida Statutes.

The undersigned incorporator has executed these Articles of Incorporation on this 14th day of March, 2000.


Donald C. Knapmeyer

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

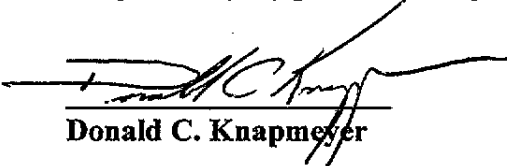
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, QED BUSINESS SOLUTIONS, INC., A FLORIDA CORPORATION, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

The name of the corporation is: **QED Business Solutions, Inc.**

The name and address of the registered agent and office is: **Donald C. Knapmeyer**
413 Cleveland St., Clearwater, FL. 33755

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for QED BUSINESS SOLUTIONS, INC. AT 413 Cleveland Ave., Clearwater, FL. 33755, the address designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Donald C. Knapmeyer

Date: 14th March 2000

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