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GARRY R. SPEAR
ATTORNEY AT LAW
5455 N. Federal Highway
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Boca Raton, Florida 33487
(561) 989-9894 (office) (561) 989-0460 (facsimile)

March 29, 2000

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

Re: Filing of Articles of Incorporation - Quality and Compliance, Staffing and Consulting, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for **Quality and Compliance, Staffing and Consulting, Inc.** The \$35.00 filing fee and the \$35.00 registered agent designation fee are enclosed.

Thank you for your assistance in this matter.

Sincerely,



Garry R. Spear, Esq.
Incorporator

Enclosure
cc: file

FILED
00 MAY -1 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESN MAY 3 2000

ARTICLES OF INCORPORATION
OF
QUALITY AND COMPLIANCE, STAFFING AND CONSULTING, INC.

ARTICLE ONE

CORPORATE NAME

The name of the corporation shall be:

QUALITY AND COMPLIANCE, STAFFING AND CONSULTING, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY -1 AM 11:19

FILED

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful activity for
which corporations may be organized under the
Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000 shares,
all of which shall be common shares with \$.01 par value.

ARTICLE FIVE

MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The mailing address and the principal place of business is:

2751 Oak Park Circle
Davie, Florida 33328

ARTICLE SIX

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is Garry R. Spear, Attorney at Law, 5455 N. Federal Highway, Suite I, Boca Raton, Florida 33487, and the initial registered agent at such address is Garry R. Spear.

ARTICLE SEVEN

BOARD OF DIRECTORS

The number of members of the Board of Directors may be changed from time to time as provided by the By-Laws of the corporation as adopted by the stockholders; but, in no event shall the Board of Directors consist of less than one (1) member at any time.

ARTICLE EIGHT

INCORPORATORS

The name and address of each incorporator executing the Articles of Incorporation is as follows:

Garry R. Spear
Attorney at Law
5455 N. Federal Highway
Suite I
Boca Raton, Florida 33487

ARTICLE NINE

COMMENCEMENT DATE

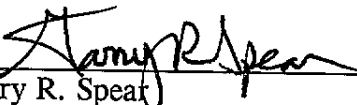
The corporation shall be deemed to commence its existence upon the date the Charter Number is assigned to the corporation by the Secretary of State of the State of Florida.

ARTICLE TEN

INDEMNIFICATION

The corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, I have subscribed my name as incorporator of the corporation this 25th day of April, 2000.



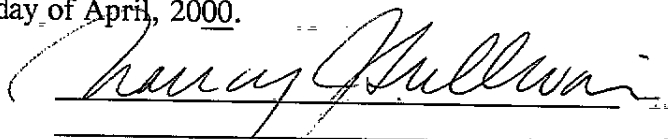
Garry R. Spear
Attorney at Law

STATE OF FLORIDA:

COUNTY OF PALM BEACH:

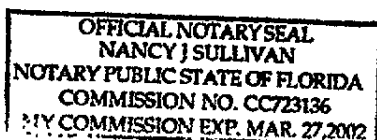
BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Garry R. Spear, to me known to be the person described as Incorporator in the foregoing Articles of Incorporation, who produced a driver's license as identification, and who took an oath and acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal this 25th day of April, 2000.



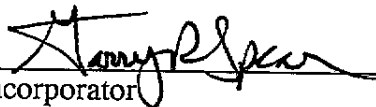
Notary Public
State of Florida

My Commission Expires:

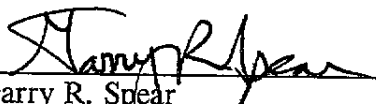


**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
FOR SERVICE OF PROCESS**

The undersigned hereby designates Garry R. Spear, Attorney at Law, as its Registered Agent to accept service of process within this state.


Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts the foregoing designation as Registered Agent for service of process within the state of Florida, and is familiar with and agrees to comply with the provisions of the law applicable to said designation.


Garry R. Spear
Attorney at Law

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY - 1 AM 11:19

FILED