

P000000079082

CHARLES E. BERGMANN, P.A.

ATTORNEY AT LAW

BOARD CERTIFIED CIVIL TRIAL LAWYER

ONE URBAN CENTRE, SUITE 750.
4830 WEST KENNEDY BOULEVARD
TAMPA, FLORIDA 33609

TELEPHONE
(813) 286-4300

FACSIMILE
(813) 286-4168

July 28, 2000

Florida Secretary of State
Division of Corporations
Tallahassee, FL 32301

400003340904--2
-07/31/00--01124--018
****122.50 ****78.75

Re: ~~Q. B. CORPORATION, INC.~~

Gentlemen:

Enclosed herewith please find original and one copy of the Articles of Incorporation for the above-captioned corporation. I would appreciate it if you would expedite the filing of the original Articles of Incorporation and have the duplicate certified and returned to my attention

We are enclosing our check in the sum of \$122.50 payable to the Secretary of State, and representing payment of the following:

A. Filing Fee	\$35.00
B. Certified Copy of Articles of Incorporation	52.50
C. Designation of Registered Agent	<u>35.00</u>

Total: \$122.50

Thank you for your prompt and kind attention to this matter.

Very truly yours,



Charles E. Bergmann

CEB/sg
Enclosures

2544
W000-19242

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 21 AM 10:10

8/22/00

CHARLES E. BERGMANN, P.A.

ATTORNEY AT LAW
BOARD CERTIFIED CIVIL TRIAL LAWYER

ONE URBAN CENTRE, SUITE 750
4830 WEST KENNEDY BOULEVARD
TAMPA, FLORIDA 33609

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 AUG 21 AM 10:10

TELEPHONE
(813) 286-4300

FACSIMILE
(813) 286-4168

August 17, 2000

Ms. Claretha Golden
Document Specialist
Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Your Reference No.: W00000019212

Dear Ms. Golden:

Your letter of August 2, 2000, stated that the name "Q.B. Corporation, Inc.", was not available. Accordingly, we revised the Articles of Incorporation and changed the name.

We are enclosing herewith an original and one copy of the **Articles of Incorporation for QB Partners, Inc.** A copy of your August 2, 2000, letter is enclosed for your reference.

On July 28, 2000, we sent you our check in the sum of \$122.50 which we understand you are holding and which will be used for the filing of the Articles of Incorporation for QB Partners, Inc.

I would appreciate it if you would expedite the filing of the original Articles of Incorporation and have the duplicate certified and returned to my attention

Thank you for your prompt and kind attention to this matter.

Very truly yours,



Charles E. Bergmann

CEB/sg
Enclosures



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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 2, 2000

CHARLES E. BERGMANN, ESQUIRE
ONE URBAN CENTRE - SUITE 750
4830 WEST KENNEDY BOULEVARD
TAMPA, FL 33609

SUBJECT: Q. B. CORPORATION, INC.
Ref. Number: W00000019212

We have received your document for Q. B. CORPORATION, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 900A00041993

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DIVISION OF CORPORATIONS
00 AUG 21 AM 10:10

ARTICLES OF INCORPORATION

OF

QB PARTNERS, INC.

The undersigned subscriber, being a natural person competent to contract, and for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be:

QB Partners, Inc.

ARTICLE TWO

This corporation shall have perpetual existence unless sooner dissolved according to law and shall commence corporate existence upon the filing of these Articles by the Department of State.

ARTICLE THREE

This corporation is organized for the purpose of transacting, conducting, carrying on, operating, and engaging in the business of providing psychotherapy services and psychological counseling and treatment, and all things subsidiary, necessary, ancillary, and necessary, or convenient for carrying out and into effect the purposes and objects of the corporation, and in respect thereto, and to transact and engage in any activity or business permitted under the Laws of the State of Florida, and of the United States, including but not limited to the following:

a. To purchase or otherwise acquire letters patents, copyrights, trademarks, concessions, licenses, inventions rights, franchises, and privileges, subject to royalty or otherwise and whether exclusive, non-

exclusive or limited, or any part interest in any of the above-enumerated rights whether in the United States or in any other part of the world; to sell, let or grant any of said rights, belonging to the corporation, or which it may let or grant any of said rights belonging to the corporation, or which it may acquire, or any interest in the same; and to register any patent or patents, for any invention or inventions, or any copyrights or trademarks, any concessions, monopolies, franchises, or other right or privileges either in the United States or in any other part of the world.

b. To manufacture, fabricate, process, deal in, install, store, handle, transport, export, import or otherwise handle any and all goods, materials, appurtenances and processes useful in, necessary for, or convenient in the conducting of the business of the corporation, or of any subsidiary agency or client thereof.

c. To buy, sell, exchange and generally deal in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, and contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the goodwill, stock rights and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this corporation; to draw, make, accept, endorse,

discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments or obligations of the corporation, from time to time for any of the operations without restriction of limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any state district, territory, colony or foreign country; and to act as agent or broker for any other person, firm or corporation in doing any and all acts described herein.

d. To purchase equities, mortgages, installment sales contracts, notes, drafts, acceptances and commercial paper of every kind and description, including accounts receivable, of other persons, firms or corporations; to hold, collect and otherwise use the same for the benefit of the corporation; and to sell or otherwise dispose of the same.

e. To operate, conduct and carry on other businesses which may be purchased or otherwise acquired by the corporation, or to lease or rent the same to any other person, firm or corporation, during such period of time as the corporation may own such business or businesses, in order to prevent depreciation in the value of such business or businesses prior to sale or other disposition of the same by the corporation.

f. To purchase, subscribe for, hold, pledge, transfer, sell or otherwise dispose of or deal in shares of capital stock of corporations, including this corporation, bonds, debentures, notes, or other securities or evidences of indebtedness or any private or public corporation, to do any other act or thing permitted by law for the preservation, protection, improvements, or enhancement of the value of such shares of stock, bonds, debentures, notes or other securities or evidences of indebtedness including the right to vote thereon, and respecting any of the enumerated

times to exercise any and all rights and privileges of ownership thereof.

g. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein in any and all ventures, so far as the same are permissible by law, and selling or otherwise disposing of such investments, or any part thereof, or interest therein.

h. To engage in the brokerage business, on behalf of itself or others, including but not limited to the business and professions of real estate, securities, insurance and mortgage and to do any and all business which may be delegated to agents or brokers by principals and to conduct and operate general agency and brokerage business of every kind and description.

i. To do all things which are lawful under the Laws of the State of Florida, which are necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or attainment of any or all of the objects of the corporation or incidental to the powers herein named which shall at any time appear conducive or expedient for the protection or benefit of the corporation either as holder of or interested in any property or otherwise, with all the powers now or hereafter conferred by the Laws of the State of Florida upon corporations.

j. For the accomplishment of any object on or about its business or affairs, to incur debts without limit, and to raise, borrow and secure the payment of money in any lawful manner.

k. The powers specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of

specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another; although it be of like nature not expressed.

ARTICLE FOUR

This corporation is authorized to issue 100 shares of ten cent (\$.10) par value common stock which shall be designated "Common Stock."

ARTICLE FIVE

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series, as that which he or she already holds shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX

Initially, the address of the principal office of the corporation shall be 1509 W. Swann Avenue, Suite 280, Tampa, Florida, 33606 and the initial mailing address of the corporation shall be 1509 W. Swann Avenue, Suite 280, Tampa, Florida, 33606

ARTICLE SEVEN

The street address of the initial registered office of this corporation is 1509 W. Swann Avenue, Suite 280, Tampa, Florida, 33606, and the name of the initial registered agent of this corporation is Giovanni Boromei whose post office address and mailing address is 1509 W. Swann Avenue, Suite 280, Tampa, Florida, 33606.

ARTICLE EIGHT

This corporation shall have Two (2) director(s) initially. The number of directors may be increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Tonya B. Quillen	1509 W. Swann Avenue, Suite 280, Tampa, Florida, 33606
Giovanni Boromei	1509 W. Swann Avenue, Suite 280, Tampa, Florida, 33606

ARTICLE NINE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TEN

The directors of this corporation may take action by written consent as provided by law.

ARTICLE ELEVEN

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.


ARTICLE TWELVE

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE THIRTEEN

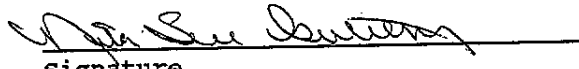
The name of the person signing these Articles of Incorporation as incorporator is Giovanni Boromei, whose address is 1509 W. Swann Avenue, Suite 280, Tampa, Florida, 33606

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on the 16 day of August, 2000.


Giovanni Boromei

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16th day of August, 2000, by Giovanni Boromei, who is personally known to me or who produced _____, as identification, and who did/did not take an oath.


Signature
Nita Sue Gutierrez
(Name typed or printed)
Notary Public
Serial No., if any, _____



Nita Sue Gutierrez
MY COMMISSION # CC611937 EXPIRES
February 10, 2001
BONDED THRU TROY FARM INSURANCE, INC.

My Commission Expires:


**STATEMENT OF REGISTERED AGENT ACCEPTING APPOINTMENT OF
REGISTERED AGENT AND DESIGNATION OF REGISTERED OFFICE**

Pursuant to Section 48.091 and 607.0501, Fla. Stats.
1997, the following is submitted in compliance with said laws:

First, **QB PARTNERS, INC.**, desiring to organize under
the laws of the State of Florida, with its registered office as
indicated in the Articles of Incorporation (1509 W. Swann Avenue,
Suite 280, Tampa, County of Hillsborough, State of Florida) has
named Giovanni Boromei, whose address is 1509 W. Swann Avenue,
Suite 280, Tampa, Florida, as its Registered Agent.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept
service of process for the above-stated corporation at the place
designated in this Certificate, I hereby acknowledge that I am
familiar with the obligations of that position and I hereby
accept the appointment to act as registered agent and agree to
comply with the provisions of the above-referenced laws.

By: 
Giovanni Boromei
(Registered Agent)

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DIVISION OF CORPORATIONS
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