

Charter Number Only

PROUD 8/15

Requestor's Name
Manfred Rosenow, Esq
Address
601 S.W. 57th Ave Suite D
Miami FL 33144
City State ZIP Phone
(305)

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CORPORATION(S) NAME

Quality Alliance, Inc



Empire Toll Free: 1-800-432-3028

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |

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| Acknowledgment | |
| W.P. Verifier | |

Certified Copy

RECEIVED
00 AUG 28 AM 9:15
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
QUALITY ALLIANCE, INC

FILED
00 AUG 28 AM 9:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I.

NAME

The Name of the Corporation is **QUALITY ALLIANCE, INC.**

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Manfred Rosenow, Esq.

601 S.W. 57th Avenue, Suite D
Miami, Florida 33144
Fla. Bar No. 0831638

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be One Hundred (100) of voting common stock with \$1.00 par value per share.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI.

The address of the principal office of the Corporation is 601 S.W. 57th Ave, Suite D, Miami, Florida 33144.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 601 S.W. 57th Avenue, Suite D, Miami, Florida 33144. The initial registered agent at that address is LAW FIRM OF MANFRED ROSENOW, P.A.

ARTICLE VIII.

DIRECTORS AND OFFICERS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-laws.

The name and address of the first Board of Directors and Officers who shall serve until the first annual meeting of shareholders or until her successors are elected and qualified shall be:

| NAME | OFFICE |
|---|---|
| Luz Elena Perez 6040 S.W. 76 Street Miami, Florida 33143 | President |
| Lorenzo Martinez 6040 S.W. 76 Street Miami, Florida 33143 | Vicepresident/ Secretary/ Treasurer |

ARTICLE IX.

INCORPORATOR.

The name and address of the Incorporator is: Manfred Rosenow, Esq., at Law Firm of Manfred Rosenow, P.A., 601 S.W. 57th Avenue, Suite D, Miami, Florida 33144.

ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 8th of May, 2000.

LAW FIRM OF MANFRED ROSENOW, P.A.

By: _____

MANFRED ROSENOW

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT IN THE STATE OF FLORIDA.

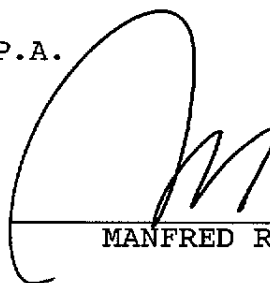
1. THE NAME OF THE CORPORATION IS:

QUALITY ALLIANCE, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT IS:

LAW FIRM OF MANFRED ROSENOW, P.A.
601 S.W. 57th Avenue, Suite D
Miami, Florida 33144

SIGNATURE

A large, stylized handwritten signature in black ink, appearing to be 'M' followed by a large loop and a flourish.

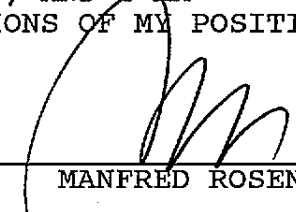
MANFRED ROSENOW

TITLE: INCORPORATOR

DATE: MAY 8, 2000

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 ACCEPT THE APPOINTMENT OF 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.

SIGNATURE



MANFRED ROSENOW

DATE: MAY 8, 2000

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00 AUG 28 AM 9:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA