

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302.
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000096309

Total Quality Solutions, Inc.

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*****70.00 *****70.00

✓ Art of Inc. File Photo

___ LTD Partnership File

___ Foreign Corp. File

___ L.C. File

___ Fictitious Name File

___ Trade/Service Mark

___ Merger File

___ Art. of Amend. File

___ RA Resignation

___ Dissolution / Withdrawal

___ Annual Report / Reinstatement

___ Cert. Copy

✓ Photo Copy

___ Certificate of Good Standing

___ Certificate of Status

___ Certificate of Fictitious Name

___ Corp Record Search

___ Officer Search

___ Fictitious Search

___ Fictitious Owner Search

___ Vehicle Search

___ Driving Record

___ UCC 1 or 3 File

___ UCC 11 Search

___ UCC 11 Retrieval

___ Courier

FILED
00 OCT 12 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 OCT 12 AM 11:55
DIVISION OF CORPORATION

Signature

Requested by:

LM 10/12 10:36

Name

Date

Time

Walk-In

Will Pick Up

OCT 12 2000

**ARTICLES OF INCORPORATION
OF
TOTAL QUALITY SOLUTIONS, INC.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of this corporation shall be:

TOTAL QUALITY SOLUTIONS, INC.

**ARTICLE II
Principal Office and Mailing Address**

The address of the principal office of this corporation shall be:

4322 North 56th St.
Tampa, Florida 33610

and the mailing address of this corporation shall be:

4322 North 56th St.
Tampa, Florida 33610

**ARTICLE III
Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful businesses for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

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TALLAHASSEE, FLORIDA

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to the corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 633 North Franklin St., Suite 500, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Steven Wenzel. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than ten (10) members, the exact number of directors to be fixed from time to time by the stockholders. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the Bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause. In the election of directors of this corporation, there shall be no cumulative voting of stock entitled to vote at such election.

ARTICLE VIII
Initial Board of Directors

The initial Board of Directors shall consist of one member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director is:

Name	Address
Joseph Cifuentes	4322 North 56th St. Tampa, Florida 33610

ARTICLE IX
Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name	Address
Steven Wenzel	633 North Franklin St., Suite 500 Tampa, Florida 33602

ARTICLE X
Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the by-laws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

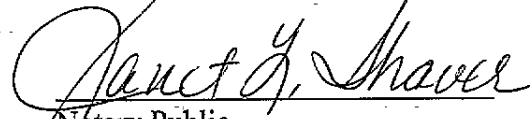
In Witness Whereof, the undersigned subscriber has executed the Articles of Incorporation this 6th day of October, 2000.


STEVEN G. WENZEL

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

Before me, a notary public duly authorized to take acknowledgments in the state and county set forth above, personally appeared Steven G. Wenzel, known to me and known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, who acknowledged before me that he subscribed to said Articles of Incorporation.

Witness my hand and official seal in the county and state last said this 6 day of October, 2000.


Notary Public



ACCEPTANCE OF REGISTERED AGENT

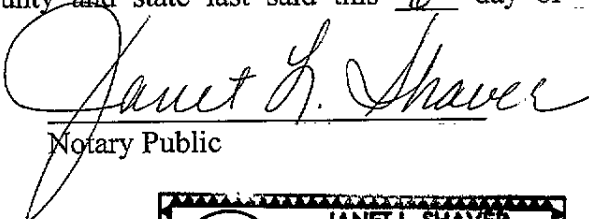
Having been named to accept service of process for TOTAL QUALITY SOLUTIONS, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


STEVEN G. WENZEL

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, a notary public duly authorized to take acknowledgments in the state and county set forth above, personally appeared Steven G. Wenzel, who is personally known to me and who executed the foregoing Acceptance of Registered Agent

Witness, my hand and official seal in the county and state last said this 6 day of October, 2000.


Notary Public



FILED
OCT 12 PM 1:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE