

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Q-R-G, Inc.

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*****78.75

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

✓ Art of Inc. File Certs

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

00 NOV 13 PM 12:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 NOV 13 AM 10:23
DIVISION OF CORPORATION

RECEIVED

T. SMITH NOV 13 2000

**ARTICLES OF
INCORPORATION
OF
Q-R-G, INC.**

FILED
00 NOV 13 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this corporation shall be Q-R-G, INC.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PRINCIPAL OFFICE

The street address of the initial principal office of Q-R-G, INC. is

2267 Malachite Drive
Lakeland, FL 33809

ARTICLE IV

PURPOSE

This corporation is organized for any purpose allowed under the Laws of the State of Florida, and the Laws of the United States of America, whichever is applicable.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) Shares of common stock having One Dollar (\$1.00) par value per share.

ARTICLE VI

PRE-EMPTIVE RIGHTS

The holders of common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued, by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE VII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VIII

CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 712 U.S. Highway One, Suite 301, North Palm Beach, FL 33408 and the name of the initial registered agent of this corporation at that address is Phyllis S. Block, Attorney at Law.

ARTICLE X

INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director, initially. The number of Directors may be increased or diminished from time to time in accordance with the procedures specified in the corporate By-Laws, but the number of Directors shall never be fewer than One (1). The name and address of the initial Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Duane McKown	2267 Malachite Drive Lakeland, FL 33809

ARTICLE XI

INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Duane McKown	2267 Malachite Drive Lakeland, FL 33809

ARTICLE XII

AMENDMENTS

The shareholder(s) shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders' meeting, with not less than a unanimous vote of the common stock.

ARTICLE XIII

SHAREHOLDER VOTING

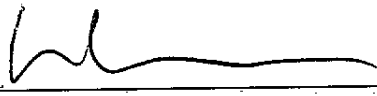
An affirmative vote of all of the shares of the corporation shall be required for any shareholder action.

ARTICLE XIV

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in Special, Regular or Annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has executed these Articles of Incorporation this 28th day of October, 2000.



DUANE McKOWN
Incorporator

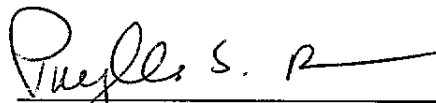
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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 office/registered agent, in the State of Florida.

1. The name of the corporation is: Q-R-G, INC.
2. The name and address of the registered agent and office is:

Phyllis S. Block, Attorney at Law
712 U.S. Highway One
Suite 301
North Palm Beach, FL 33408

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 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.



Phyllis S. Block, Attorney at Law

Date: 11/9/00

F11 FD
00 NOV 13 PM 12:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA