To Whom It May Concern:



If there are any questions concerning the filing of these Articles of Incorporation, please feel free to contact Mr. Jim Strong at 904-761-7855 Extension 24.

The signature below authorizes you to act upon his direction in this matter.

Please mail the Articles of Incorporation to:

Quality Financial Services Inc.

900004012069--4 -04/17/01--01019--005 ******70.00 ******70.00

3945 Nova Road

Port Orange, FL 32127

REBECCA R THOR

ARTICLES OF INCORPORATION

ARTICLE I = NAME

The Name of this Corporation is REBECCA R THOR PA

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ARTICLE II = DURATION

This corporation shall have perpetual existence commencing on the date of filing with the Secretary of State of Florida.

ARTICLE III = PURPOSE

This corporation is organized for transacting Real Estates Sales.

<u>ARTICLE IV = CAPITAL STOCK</u>

This corporation is authorized to issue one hundred (100) shares of one dollar par value common stock.

ARTICLE V = INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of this corporation is 325 RIBAULT AVE DAYTONA BEACH FL 32118

The initial registered agent is REBECCA R THOR whose physical address is 325 RIBAULT AVE DAYTONA BEACH, FL 32118

The registered address is:325 RIBAULT AVE DAYTONA BEACH HL 32118

ARTICLE VI = INITIAL BOARD OF DIRECTORS

This corporation shall have no Directors.

ARTICLE VII = INCORPORATORS

The name and address of the person signing these articles of Incorporation is REBECCA R THOR 325 RIBAULT AVE DAYTONA BEACH FL 32118

<u>ARTICLE VIII = MANAGEMENT OF CORPORATION BY SHAREHOLDERS</u>

All corporate powers shall be exercised byor under the authority of, and the business and affairs of this corporation shall be managed under the direction of the majority of shareholders of this corporation.

Each shareholder shall be entitled to one vote in person, or byproxy, for each share of voting stock held. A majority of the outstanding shares of the corporation entitled to vote, represented in person, or by proxy, hall constitute a quorumat any meeting of the shareholders for the management of the business of the corporation.

ARTICLE IX = POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

<u>ARTICLE X = INDEMNIFICATION</u>

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XI = AMENDMENT

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

ARTICLE XII = OFFICERS

The initial officers will be as follows:

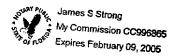
President: REBECCA R THOR 325 RIBAULT AVE DAYTONA BEACH FL 32118

Vice President: REBECCA R THOR 325 RIBAULT AVE DAYTONA BEACH FL 32118

Secretary: REBECCA R THOR 325 RIBAULT AVE DAYTONA BEACH FL 32118

Treasurer: REBECCA R THOR 325 RIBAULT AVE DAYTONA BEACH FL 32118

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this date: 4/6/2001



REBECCA R THOR

STATE OF FLORIDA)

COUNTY OF VOLUSIA)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared REBECCA R THOR known byme to be the person who executed the foregoing Articles of Incorporation and theyacknowledged before me that they executed those Articles of Incorporation. In witness whereof, I have hereunto set my hand and seal in the State and County last aforesaid, this date 4/6/2001

Notary Public, State of Florida At Large:

My Commission Expires: February 9, 2005

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.

NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED: FIRST -- REBECCA R THOR PA DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF DAYTONA BEACH STATE OF FLORIDA HAS NAMED REBECCA R THOR AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE.

REGISTERED AGENT: REBECCA R THOR

DATE: 4/6/2001

