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WARREN N. McMILLEN, JR.

Certified Public Accountant  
Professional Association

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Reply To:  
P.O. Box 940609  
Maitland, Florida 32794-0609

August 13, 2001

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

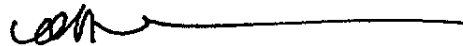
Re: Corporate Charter  
Barbara Walter/Quality Design, Inc.

Gentlemen:

I have enclosed two copies of the Articles of Incorporation for Barbara Walter/Quality Design, Inc. Also enclosed is a check for \$78.75 in payment of filing fees, \$35.00; certified copy, \$8.75 and registered agent designation, \$35.00.

If you have any questions, please contact me.

Very truly yours,



Warren N. McMillen, Jr., C.P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
BARBARA WALTER/QUALITY DESIGN, INC.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is BARBARA WALTER/QUALITY  
DESIGN, INC.

ARTICLE II - PURPOSES

This corporation is organized for the purpose of  
transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of  
One Dollar (\$1.00) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of  
this corporation is 129 Red Cedar Drive, Longwood,  
Florida 32779 and the name and address of the initial  
Registered Agent of the corporation is Barbara Walter,  
129 Red Cedar Drive, Longwood, Florida 32779.

ARTICLE V

This corporation shall exist perpetually unless sooner  
dissolved according to law, and said corporation's existence  
shall commence on the date of subscription and acknowledge-  
ment of these Articles of Incorporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The  
number of Directors may be either increased or diminished  
from time to time by the By-Laws, but shall never be less  
than one.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name and address of the initial Director of this corporation is:

Barbara Walter  
129 Red Cedar Drive  
Longwood, Florida 32779

ARTICLE VII - INCORPORATOR

The name and address of the person signing these ARTICLES OF INCORPORATION IS:

Barbara Walter  
129 Red Cedar Drive  
Longwood, Florida 32779

IN WITNESS WHEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION this 13 day of August, 2001.

Barbara Walter  
BARBARA WALTER

STATE OF FLORIDA

County of Orange

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared BARBARA WALTER, known to me and known by me to be the person who executed the foregoing ARTICLES OF INCORPORATION, and she acknowledged before me that she executed those ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13<sup>th</sup> day of August, 2001.

Karen H. McMillen  
NOTARY PUBLIC

MY COMMISSION EXPIRES:



Karen H. McMillen  
My Commission CC681177  
Expires October 23, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That BARBARA WALTER, desiring to organize under the Laws of the State of Florida, with its principal offices located at 129 Red Cedar Drive, Longwood, Florida 32779 has named BARBARA WALTER, whose address is 129 Red Cedar Drive, Longwood, Florida 32779, as its agent to accept service of process within this State.

SECOND: Having been named to accept service of process for the above state corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



BARBARA WALTER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA