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QM Consultants, Inc.
129 Cove Road
Greenacres, Florida 33413
(561) 967-0886

August 29, 2001

Airborne Express

State of Florida
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

Re: QM Consultants, Inc.

100004564061--1
-08/30/01--01046--007
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed are the Articles of Incorporation (original and duplicate) for the above named corporation.

Also enclosed is a check for the following:

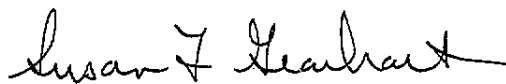
Filing fee	\$35.00
Designation of Registered Agent	35.00

	\$70.00
	=====

Please return the Certificate under Seal to us at your earliest convenience in the enclosed SASE envelope.

Please contact us with any questions. Thank you.

Sincerely,



Susan F. Gearhart

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 AUG 30 2001 3:38

REC-12345

AUG 30 2001

ARTICLES OF INCORPORATION
OF
QM Consultants, Inc.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FL
01 AUG 30 PM 3:38

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE - NAME AND ADDRESS

The name of the corporation shall be **QM Consultants, Inc.** The principal place of business of this corporation shall be **129 Cove Road, Greenacres, Florida 33413.**

ARTICLE TWO - DURATION

The term of the corporation's existence is perpetual.

ARTICLE THREE - PURPOSE

The corporation's purpose is to engage in and to transact any and all business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR - CAPITAL STOCK

The corporation has authority to issue One Thousand (1,000) shares, all of which shall be common shares with no par value.

ARTICLE FIVE - PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE SIX - REGISTERED OFFICE

The street address of the corporation's initial registered office is **1109 South Congress Ave., West Palm Beach, Florida, 33406** and the name of the initial registered agent at that address is **John M. Yeend**, who by executing these articles accepts the responsibility to act in this capacity and states that he is familiar with and accepts the obligations of his position and agrees to comply with all statutes relating to the proper performance of his duties.

ARTICLE SEVEN - OFFICERS

The initial officers of the Corporation shall be:

President:	Robert B. Gearhart
Vice President:	Susan F. Gearhart
Treasurer:	NONE
Corporate Secretary:	Susan F. Gearhart

ARTICLE EIGHT - DIRECTORS

The initial Board of Directors shall consist of Two (2) members. The name and address of the members of the initial Board of Directors are:

Robert B. Gearhart	129 Cove Road Greenacres, Florida 33413
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Susan F. Gearhart	129 Cove Road Greenacres, Florida 33413
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ARTICLE NINE - INCORPORATORS

The name and address of the incorporator is **Susan F. Gearhart, 129 Cove Road, Greenacres, Florida 33413.**

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 29 day of August, 2001.

Susan F. Gearhart
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29th day of August, 2001 by the above named incorporator.

Karen Brown Gattozzi
Notary Public



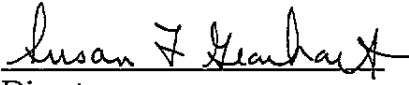
Karen Brown Gattozzi
Commission # DD 004380
Expires April 9, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

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

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

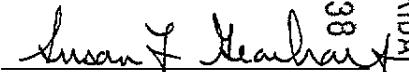
That **QM Consultants, Inc.** desires to organize or qualify under the laws of the State of Florida, with its principal place of business in the County of Palm Beach, State of Florida, and has named **Susan F. Gearhart** located at **129 Cove Road, Greenacres, Florida 33413** as its agent to accept service of process within Florida.

Executed this 29 day of August, 2001.


Director

Having been named to accept service of process for the above stated corporation, at the place designated in the 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.

Executed this 29 day of August, 2001.


Registered Agent

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AUG 30 PM 3:38