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October 4, 2001

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OVERNIGHT COURIER

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Qualpath, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for filing with the Department of State, along with a check in the amount of $70.00 to cover the filing fee.

Please return evidence of this filing to the undersigned.

Thank you.

Very truly yours,

GOODMAN WEISS MILLER LLP

Gail Heidenreich

Gail Heidenreich
Legal Assistant

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Enclosures
cc: Jay R. Faeges

FILED
01 OCT 10 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

QUALPATH, INC.

ARTICLE I
Name

The name of the corporation is Qualpath, Inc. The principal address of the corporation is 7715 E. Upper Ridge Drive, Parkland, Florida 33067.

ARTICLE II
Duration

This corporation shall have a perpetual existence.

ARTICLE III
Purpose

This corporation is formed to engage in any and all lawful purposes which a corporation may be formed under Florida law.

ARTICLE IV
Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares of common stock at one cent ($.01) par value. The holders of shares of common stock shall be entitled to one vote for each such share of stock upon all matters presented to the shareholders.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7715 E. Upper Ridge Drive, Parkland, Florida 33067, and the name of the initial registered agent of this corporation is Kevin DeYoung, whose business office is identical to that of the Registered Office.

ARTICLE VI
Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation are:

Kevin DeYoung
7715 E. Upper Ridge Drive
Parkland, Florida 33067

ARTICLE VII
Incorporators

The name and address of the person signing these Articles are:

2700 Erieview Corp.
by Jay R. Faeges, Assistant Secretary
100 Erieview Plaza, 27th Floor
Cleveland, Ohio 44114

ARTICLE VIII
Powers

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

ARTICLE IX
Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses of liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amount paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE X
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE XI
Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ____ day of October, 2001.

2700 Erieview Corp., Incorporator

By: ______________________
Jay R. Faeges, Assistant Secretary

01 OCT 10 AM 8:45

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 Florida statutes, Section 48.091, Qualpath, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7715 E. Upper Ridge Drive, Parkland, Florida 33067, named Kevin DeYoung, located at 7715 E. Upper Ridge Drive, Parkland, Florida 33067, as its agent to accept service of process within Florida.

2700 ERIEVIEW CORP., INCORPORATOR

BY: ______________________
Jay R. Faeges, Assistant Secretary

Date: October 3, 2001

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties.

Kevin J. DeYoung

____
Kevin DeYoung,
REGISTERED AGENT

Date: May ___, 2001