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LAW OFFICES OF ROBERT H. ASCHHEIM P.A.

2999 Northeast 191 Street

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Aventura FL 33180

305 937 0051

305 937 4797 fx

October 31, 2001

Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

RE: Quality Coach Orlando, Inc.
~~Quality Coach Tampa Bay, Inc.~~
~~Quality Coach Miami, Inc.~~

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-11/05/01--01041--001
*****78.75 *****78.75

Madam or Sir:

Enclosed find the Articles of Incorporation for each of the above referenced corporations together with three checks-each in the amount of \$78.75.

Please file same and return a recorded copy with Certificates to the undersigned. Thank you.

Sincerely,



Robert H. Aschheim, Esq.

FILED
01 NOV -5 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FL 06117

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01 NOV -5 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
QUALITY COACH ORLANDO INC.**

ARTICLE I: CORPORATE NAME

The name and principal or mailing address of the Corporation are: Quality Coach Orlando Inc. 650 NW 27th Ave., Ft. Lauderdale, FL 33311.

ARTICLE II: NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III: CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1,000) shares of one class of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE IV: PREEMPTIVE RIGHTS

All Shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V: BOARD OF DIRECTORS

All corporate powers shall be exercised by and be under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the board of directors.

Initially, the Corporation shall have one director. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the Corporation.

The name and address of the initial director is: Louis Herring, 650 NW 27th Ave., Ft. Lauderdale FL 33311.

Notwithstanding the foregoing, any and all of the powers and duties conferred to or imposed upon the board of directors, may be exercised or performed to such extent and by such person or persons as shall be provided hereinafter by resolution of the stockholders.

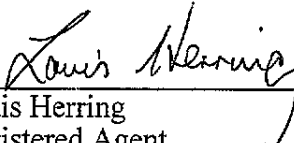
PREPARED BY:
ROBERT H. ASCHHEIM, ESQ.
2999 NE 191 STREET, PH 6
AVENTURA, FL 33180
FLA. BAR # 167432

**ARTICLE VI: INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida are: Louis Herring 650 NW 27th Ave., Ft. Lauderdale FL 33311.

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.

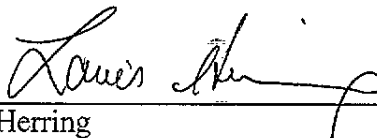


Louis Herring
Registered Agent

ARTICLE VII: INCORPORATOR

The name and address of the person signing these Articles is: Louis Herring 650 NW 27th Ave., Ft. Lauderdale FL 33311.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of August, 2001.



Louis Herring
Incorporator

State of Florida County of Broward)ss:

The foregoing instrument was acknowledged before me this 21 day of August, 2001, by Louis Herring, who is personally known to me or who has produced _____ as identification.



Notary Public

My Commission Expires:

