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MAY 16, 2002

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 33201

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-05/20/02--01071--021
*****78.00 *****78.75

RE: QUALITY COMPANION CLEANING SERVICES, INC.

Gentlemen:

Enclosed are the following:

1. Original and a copy of the articles of incorporation of the above referenced corporation.
2. Duly executed registered agent form.
3. Check to cover your fees.

Thank you for your kind attention to this matter.

Very truly yours,


RAUL COMPANIONI

Enclosures

FILED
02 MAY 20 AM 10 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 5/21

ARTICLES OF INCORPORATION
OF
QUALITY COMPANION CLEANING SERVICES, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation

Article 1. Name

The name of this corporation is

QUALITY COMPANION CLEANING SERVICES, INC.

Article 2. Principal Office

The principal office and the mailing address of the corporation is:

110 Royal Palm Rd.
Apt. 309
Hialeah Gardens, Florida 33016

Article 3. Duration

The period of its duration is perpetual. It shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

Article 4. Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

Article 5. Capital Stock

The corporation is authorized to issue One Hundred Fifty (150) shares at Fifty (\$50) Dollars par value.

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02 MAY 20 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 6. Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows:

RAUL COMPANIONI
110 Royal Palm Rd.
Apt. 309
Hialeah Gardens, Florida 33016

Article 7. Initial Board of Directors

This corporation shall have two directors initially.

The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial directors of this corporation are:

RAUL COMPANIONI
LISETTE COMPANIONI
110 Royal Palm Rd.
Apt. 309
Hialeah Gardens, Florida 33016

Article 8. Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is:

RAUL COMPANIONI
LISETTE COMPANIONI
110 Royal Palm Rd.
Apt. 309
Hialeah Gardens, Florida 33016

Article 9. Amendment of Articles

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 shareholders subject to this reservation.

Article 10. Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares), of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Article 11. Removal of Directors

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of directors.

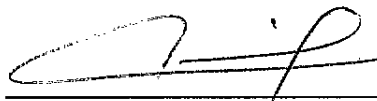
Article 12. Indemnification


The corporation may be empowered to indemnify any officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

Article 13. Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a stockholders meeting by a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 16 day of may, 2002.



RAUL COMPANIONI


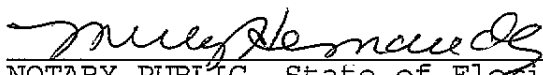
LISETTE COMPANIONI

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared, RAUL COMPANIONI and LISETTE COMPANIONI known to be the persons, who executed the foregoing Articles of Incorporation after producing Florida driver's license, and they, acknowledged to and before me that they, executed such instrument.

SWORN TO AND SUBSCRIBED before me on this 16 day of may, 2002.





NOTARY PUBLIC, State of Florida

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

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

That **QUALITY COMPANION CLEANING SERVICES, INC.**,
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of
Incorporation in the City of Hialeah, County of Dade, State of
Florida, has named **RAUL COMPANIONI**, located at: 110 Royal Palm Rd.
Apt. 309, Hialeah Gardens, County of Miami-Dade, State of Florida
33137 as its registered agent to accept service of process within
this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service
of process for the above named 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 said office open.


RAUL COMPANIONI
Registered Agent

FILED
02 MAY 20 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA