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Fax Number : (850)205-0381

From:

Account Name : BARNETT, BOLT, KIRKWOOD & LONG  
Account Number : 072731001155  
Phone : (813)253-2020  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**QCP Ventures, Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
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SECRETARY OF STATE  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
QCP VENTURES, INC.**

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation:

**ARTICLE I  
Name**

The name of this corporation is:

QCP Ventures, Inc.

**ARTICLE II  
Duration**

This corporation shall have perpetual existence, commencing upon filing of these Articles of Incorporation.

**ARTICLE III  
Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation is 140 Fountain Parkway, Suite 420, St. Petersburg, Florida 33716.

**ARTICLE IV  
Capital Stock**

This corporation is authorized to issue ten thousand (10,000) shares of common stock, each with a par value of one cent (\$.01).

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**ARTICLE V**  
**Preemptive Rights**

This corporation elects to have preemptive rights.

**ARTICLE VI**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 140 Fountain Parkway, Suite 420, St. Petersburg, Florida 33716, and the name of the initial registered agent of this corporation at that address is Stuart G. Lasher.

**ARTICLE VII**  
**Incorporator**

The name and mailing address of the incorporator is:

Name:

Address:

Stuart G. Lasher

140 Fountain Parkway, Suite 420  
St. Petersburg, Florida 33716

**ARTICLE VIII**  
**Initial Board of Directors**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one (1). The name and street address of the initial directors of this corporation are:

Name:

Address:

Stuart G. Lasher

140 Fountain Parkway, Suite 420  
St. Petersburg, Florida 33716

William J. Schifino, Jr.

One Tampa City Center, Suite 2600  
Tampa, Florida 33602

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**ARTICLE IX**  
**Indemnification**

This corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

**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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of November, 2005, and the undersigned registered agent acknowledges that he is familiar with, and accepts, the obligations of registered agent of this corporation.

  
Stuart G. Lasher  
Incorporator and Registered Agent

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