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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
QUALITY HOLDINGS, INC.

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November 25, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SHUTTS & BROWN LLP

SUBJECT: QUALITY HOLDINGS, INC.
REF: W09000051854

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P98000023427 (QUALITY HOLDINGS OF FLORIDA, INC.).

An effective date may be added to the Articles of Incorporation if a 2010 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

FAX Aud. #: B09000246932
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**ARTICLES OF INCORPORATION
OF
QUALITY HOLDINGS OF SOUTH FLORIDA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is QUALITY HOLDINGS OF SOUTH FLORIDA, INC.

ARTICLE II - ADDRESS

The principal address and mailing address of the Corporation 2121 SW 3 Avenue, Suite 700, Miami, Florida 33129.

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

A. The Corporation is authorized to issue a total of 25,000,000 shares, 20,000,000 shares of which shall be designated as "Common Stock," having a par value of \$.01 per share (the "Common Stock"), and 5,000,000 of which shall be designated as "Preferred Stock," having a par value of \$.01 per share (the "Preferred Stock").

B. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, within the limitations and restrictions stated in these Articles of Incorporation, to fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, the liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding and which the Corporation may be obligated to issue under options, warrants or other contractual commitments. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 201 South Biscayne Boulevard, Suite 1500 (AGS), Miami, Florida 33131.

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

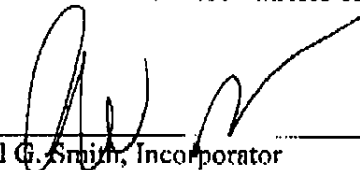
ARTICLE IX - INCORPORATOR

The name of the person signing these Articles of Incorporation is Alfred G. Smith and his address is 201 South Biscayne Boulevard, Suite 1500, Miami, Florida 33131

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of November, 2009.



Alfred G. Smith, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF THESE DUTIES.

DATED AS OF THE 24th DAY OF NOVEMBER, 2009

CORPORATION COMPANY OF MIAMI

By: 

Cavell J. Anderson, Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA