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Division of Corporations Page 1 of 2
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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
QEP - Tennessee, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF**

QEP - TENNESSEE, INC.

The undersigned, acting as incorporator of QEP - Tennessee, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is QEP - Tennessee, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office of the corporation is:

1001 Broken Sound Parkway NW
Suite A
Boca Raton, Florida 33487

ARTICLE III. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares of all classes of capital stock of the corporation which the corporation shall have the authority to issue is 1,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1001 Broken Sound Parkway NW, Suite A, Boca Raton, FL 33487 and the name of the corporation's initial registered agent at that address is Leonard Gould.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator are:

Lawrence P. Levine
1001 Broken Sound Parkway NW
Suite A
Boca Raton, Florida 33487

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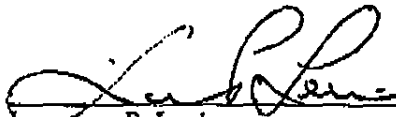
ARTICLE VII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 19th day of January, 2010.

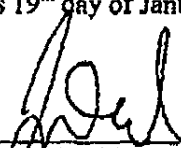

Lawrence P. Levine
Sole Incorporator

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for QEP - Tennessee, Inc. to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 19th day of January, 2010.

By: _____


Leonard Gould
Registered Agent

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