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UITERWYK AND ASSOCIATES

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HENDRIK UITERWYK, P.A.
JULIAN A. BANCHEZ

RECEIVED
JAN 31 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REPLY TO:
POST OFFICE BOX 433
TAMPA, FLORIDA 33601

January 30, 1995

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VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation
Quality Plus USA, Inc.

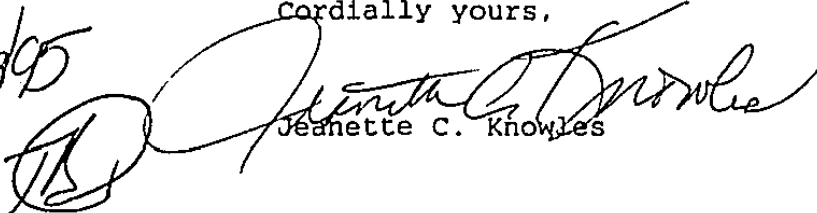
Dear Madam or Sir:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation, together with the Acceptance of Registered Agent.

Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it to our office.

A check is also enclosed in the amount of \$122.50 to cover the cost of your service.

Cordially yours,

2/3/95

Jeanette C. Knowles

/jck
Enclosures

ARTICLES OF INCORPORATION
OF
QUALITY PLUS USA, INC.

FILED
31 JAN 31 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be: QUALITY PLUS USA, INC.

ARTICLE II

BUSINESS AND PURPOSE

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000 shares of common stock with a par value of \$.10 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed

for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence on the date of incorporation and shall thereafter be perpetual.

ARTICLE V

Principal Office and Registered Agent

The initial principal office of this corporation shall be 1313 Gray Street, Tampa, Florida 33606 and the initial Registered Agent of this corporation shall be Gary Cohen and his office is 1313 Gray Street, Tampa, Florida 33606. This corporation shall have the right to change such principal office and such registered agent from time to time, as provided by law.

ARTICLE VI

Board of Directors

The Board of Directors of this corporation consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such

powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) members, such member to hold office until their successor(s) has been duly elected and qualified. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Gary Cohen	1313 Gray Street Tampa, Florida 33606
Andy Cohen	1313 Gray Street Tampa, Florida 33606

ARTICLE VIII

Incorporators

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

Name

Gary Cohen

Address

1313 Gray Street
Tampa, Florida 33606

ARTICLE IX

By-Laws

(a) The power to adopt the by-laws of this corporation to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation, provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requires for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of

Incorporation in the manner now or hereafter proscribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein contained.

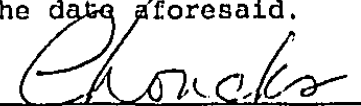


GARY COHEN

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

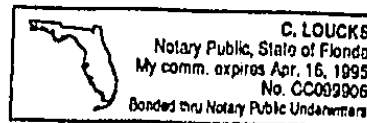
BEFORE ME, the undersigned authority on this 30 day of December, 1994, personally appeared GARY COHEN, to be well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

Witness my hand and official seal the date aforesaid.



Notary Public

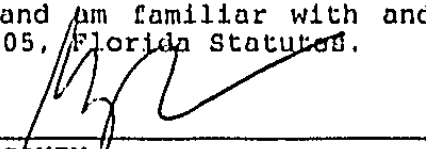
My Commission Expires



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
55 JUN 31 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I heroby accept to act as registered agent, and agree to
comply with the provisions of all statutes relative to the proper
and complete performance of my duties and am familiar with and
accept the obligations of Section 607.0505, Florida Statutes.



GARY COHEN
(Registered Agent)