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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

American Quality Appointments, Inc
1850 W. Fairbanks Avenue
Winter Park, FL 32789

February 15, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed please find the Articles of Incorporation for American Quality Appointments, Inc. for filing.

Enclosed also is a check in the amount of \$122.50 to cover filing fees and a certified copy.

Sincerely,

Lynn van Zyl

Lynn van Zyl

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN QUALITY APPOINTMENTS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME: The name of this corporation shall be American Quality Appointments, Inc.

ARTICLE II. NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation shall be general home repairs, and all other acts as permitted by law to corporations.

ARTICLE III. CAPITAL STOCK: The authorized capital stock of this corporation shall consist of two million (2,000,000) shares of common stock having a nominal value of \$.001 per share.

ARTICLE IV. INITIAL CAPITAL: The amount of capital with which this corporation shall begin business is \$500.00.

ARTICLE V. TERM OF EXISTENCE: This corporation is to exist in perpetuity, unless dissolved in accordance with law.

ARTICLE VI. ADDRESS: The initial post office address of the principal office of this corporation in the State of Florida is: 1850 W. Fairbanks Avenue, Winter Park, Florida 32789.

ARTICLE VII. DIRECTORS: This corporation shall have one or more directors. The name of the post office address of the initial director of this corporation is: Lynn van Zyl, 1850 W. Fairbanks Avenue, Winter Park, Florida, 32789.

ARTICLE VIII. SUBSCRIBERS: The name and post office address of the initial subscriber to these Articles of Incorporation is: Lynn van Zyl, 1850 W. Fairbanks Avenue, Winter Park, Florida, 32789.

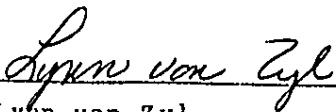
ARTICLE IX. AMENDMENT: These Articles of Incorporation may be amended as provided by law by a majority of shareholders.

ARTICLE X. SPECIAL PROVISIONS: The following provisions shall apply to this corporation:

No limitations shall be implied by these Articles of Incorporation upon any actions of the directors or shareholders of this corporation provided by law. Directors shall be elected by a majority of all shares of voting stock and not by an accumulation of shares.

ARTICLE XI. RESIDENT AGENT: The resident agent for service in the State of Florida shall be Lynn van Zyl, 1850 W. Fairbanks Avenue, Winter Park, Florida, 32789.

SUBSCRIBED this 15th day of February, 1995.



Lynn van Zyl

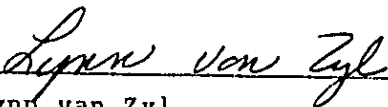
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.092, Florida Statutes, the following is submitted in compliance with said act:

FIRST, that American Quality Appointments, Inc. desires to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the city of Winter Park, county of Orange, state of Florida and names Lynn van Zyl as its agent to accept service within this state.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above corporation, at a 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 open said office.


Lynn van Zyl

P95000014681

American Quality Appointments, Inc
1850 W. Fairbanks Avenue
Winter Park, FL 32789

January 7, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

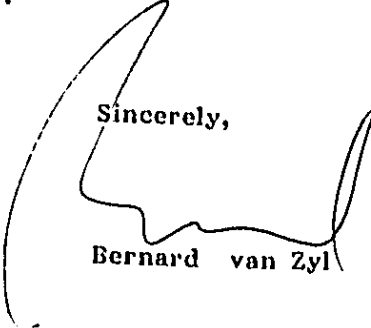
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-01/18/96--01007--011
*****87.50 *****87.50

Gentlemen:

Enclosed please find Articles of Amendment to the Articles of
Incorporation for American Quality Appointments, Inc. for filing.

Enclosed also is a check in the amount of \$87.50 to cover
filing fees and a certified copy.

Sincerely,


Bernard van Zyl

*C. Oregan
Linda*

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96 JAN 17 PM 5:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 JAN 17 PM 5:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN QUALITY APPOINTMENTS, INC.

Pursuant to the provisions of 607.1006, Florida statutes, this corporation adopts the following article of amendment to its articles of incorporation:

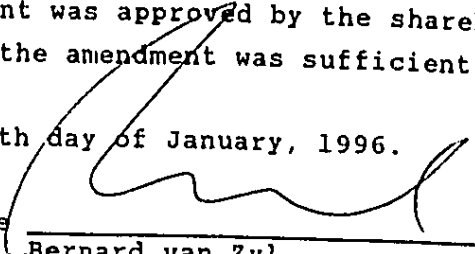
FIRST: Amendment Adopted: Article I. The name of the corporation shall be AQA Corporation.

SECOND: The date of adoption of this amendment is January 3, 1996.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 7th day of January, 1996.

Signature


Bernard van Zyl
Sole Shareholder and Director