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TARYN X. TEMMER, P.A.

705 N. Parsons Avenue
Brandon, Florida 33510



Phone (813) 685-7517
Fax (813) 661-0135

February 21, 1995

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****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Fl. 32314

RE: Filing of Articles of Incorporation
for QSF Enterprises, Inc.

Dear Sir/Madam:

Enclosed herewith are Articles of Incorporation to be filed,
together with my check in the amount of \$122.50.

I would appreciate your filing these Articles, certifying them
as the Articles of Incorporation and returning them to my office,
a copy is attached hereto for certifying.

Thank you for your attention to this matter.

Sincerely,

TARYN X. TEMMER

TXT/eb

cc: John E. Auten

Enclosures:

FILED
95 FEB 27 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

John
GAVE
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EXAM (TD)

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(TB)

ARTICLES OF INCORPORATION
OF
QSF ENTERPRISES, INC.

FILED
FEB 27 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of Florida.

ARTICLE I

The name of this corporation shall be:

QSF ENTERPRISES, INC.

ARTICLE II

EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSES

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

The corporation shall have power:

- (a) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated and to transact any lawful business or business venture.

- (b) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or part of its property or assets.
- (c) To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statutes.
- (d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (e) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income.
- (f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

- (g) To conduct its business, carry on its operations, and have officers and exercise the powers granted by the State of Florida, within or without the state.
- (h) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (i) To make and alter by-laws, not inconsistent with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.
- (j) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (k) To transact any lawful business which the director or board of directors shall find will be in aid of government policy.
- (l) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (m) To be a promotor, incorporator, partner, general partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprises.
- (n) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

CAPITAL STOCK

The number of shares of capital stock authorized to be issued by this corporation shall be ONE THOUSAND (1,000) shares of common stock, each with a par value of One Dollar (\$1.00).

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is: 4544 Hartford Street, Tampa, Florida 33619, and the name of the corporation's initial registered agent at such address is: JOHN E. AUTEN. The corporation may change its registered office or its registered agent or both by filing with the Department of State of The State of Florida a statement complying with Florida Statutes.

Principal (2)

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors shall be three. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one. The names and addresses of the persons who are to serve as members thereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN E. AUTEN	274 VanGogh Circle Brandon, FL 33511
DALE L. AUTEN	4009 Shadowhill Lane Valrico, FL 33594
CARL L. ADKINS	4141 Springway Circle Valrico, FL 33594

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN E. AUTEN	274 VanGogh Circle Brandon, FL 33511

ARTICLE IX

INDEMNIFICATION


If in the judgment of a majority of the entire Board of Directors (excluding from such majority any director under consideration for indemnification), the criteria set forth in Florida Statutes, have been met, then the corporation shall indemnify any officer or director, or former officer or director, his personal representatives, devisees or heirs, in the manner and to the extent contemplated by the said Statutes.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I the undersigned, have executed these Articles for the uses and purposes therein stated.



JOHN E. AUTEN

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, an officer duly
qualified to take acknowledgments, personally appeared JOHN
AUTEN, who is personally known to me or who has produced to me his
_____ 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.

WITNESSED my hand and official seal in the County and State
last aforementioned this 22 day of FEBRUARY, 1995.

Deborah J. Martinez
NOTARY PUBLIC

State of Florida at Large

MY COMMISSION EXPIRES:



Notary Public, State of Florida
DEBORAH J. MARTINEZ
My Comm. Exp. 4-21-97
Comm. No. CC 278567

D

RECEIVED
FEB 27 11:11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

QSF ENTERPRISES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Tampa, County of Hillsborough, State of Florida, has named JOHN E. AUTEN, 4544 Hartford Street, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within Florida.

Signature:

John E. Auten
JOHN E. AUTEN

Title:

President

Date:

Feb. 21, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature:

John E. Auten
JOHN E. AUTEN

Date:

Feb. 21, 1995