

**DUBROW
DUKER &
ASSOCIATES, P.A.**

P9500002218

March 14, 1995

ACCOUNTANTS & FINANCIAL PLANNERS

2840 University Drive • Coral Springs, Florida 33065
Telephone (305) 445-0321 • Facsimile (305) 441-9266

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

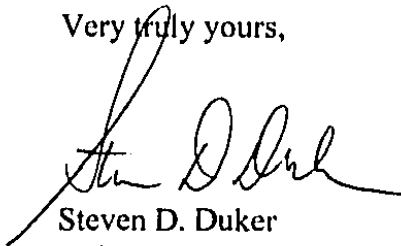
RE: **Q.M.III, Inc.**

Gentlemen:

Enclosed please find the original and one copy of Articles of
Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of
Incorporation and Fee for Registered Agent Designation for the above
named corporation.

Very truly yours,



Steven D. Duker
Dubrow Duker & Associates, P.A.

MAR 20 1995

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
of

Q.M.III, Inc.

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Q.M.III, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in activities or business permitted under the laws of the United States and the State of Florida. The Purpose of the company is to engage in home improvement sales.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one hundred shares (100) of One Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

**Q.M.III, Inc.
5841 Margate Blvd.
Margate, Florida 33063**

The name and street address of the Initial Registered Agent of this Corporation is:

**Dubrow Duker & Associates, P.A.
2840 University Drive
Coral Springs, Florida 33065**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and address of the initial director(s) of the corporation is/are as follows:

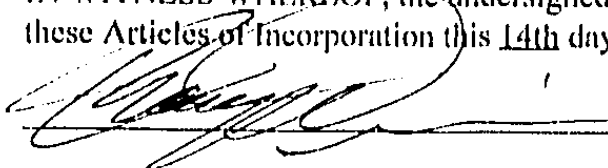
**Barry Wiener
5841 Margate Blvd.
Margate, Florida 33063**

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Barry Wiener
5841 Margate Blvd.
Margate, Florida 33063

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 14th day of March, 1995.

 (Seal)

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

*Certificate of Registered Agent
of*

Q.M.HI, Inc.

Pursuant to Florida Statutes 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

2840 University Drive
Coral Springs, Florida 33065

has named Dubrow Duker & Associates, P.A., located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Steven D. Duker
Dubrow Duker & Associates, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA