



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 739-1111 • Telex 920000

p95000023873

March 14, 1995

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

RE: Kalish Quality Development Services Inc.
P3302611KAKAL

RECEIVED
95 MAR 28 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find Articles of Incorporation, Certificate of Acceptance and our check(es) in the amount of \$70.00 for Kalish Quality Development Services Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 208 with questions regarding the enclosed application.

Sincerely,

Kimberly Andras

enc.

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-03/27/95--01039--015
*****70.00 *****70.00

51
3/24

ARTICLES OF INCORPORATION
OF
Kallish Quality Development Services, Inc.

FILED
95 MAR 28 PM 1:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Kallish Quality Development Services, Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 11063 Chandler Drive, Cooper City FL 33026-4379.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Jessica S. Kallish and Marya A. Keegan
11063 Chandler Drive, Cooper City FL 33026 1739

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Kimberly Andras c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 13th day of March, 1995.

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 13th day of March, 1995 by Kimberly Andras.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE

Appointed October 6, 1994

Term 2 Years

Notary Public

This document was prepared by Kimberly Andras, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

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

In compliance with Section 607.1507, Florida Statutes, the following
submitted:

First, this Kalish Quality Development Services, Inc.
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Cooper City, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

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.


Larry Wolfe

3/13/95
Date



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone (302) 575-0440 • Fax (302) 575-1346

P95000023873

April 9, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

RE: Kalish Quality Development Services Inc.
9503243302611

700001813007
-05/08/96--01096--014
*****35.00 *****35.00

FILED
96 APR 24 PM 2:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir or Madam:

Enclosed please find Statement of Change of Registered Agent, and our check(es) in the amount of \$35.00 for Kalish Quality Development Services Inc.

Please file and return filed documents to my attention at your earliest convenience.

Please feel free to contact me directly at 1-302-575-0440, ext. 2208 with questions regarding the enclosed application.

Sincerely,

Kimberly Andras
Kimberly Andras

enc.

RA Chg.

VS MAY 3 1996

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: KALISH QUALITY DEVELOPMENT SERVICES, INC.

1b. The mailing address of the corporation is: 11063 Chandler Drive
Cooper City, FL 33026-4739

1c. Date of incorporation: 3/24/95 Document number: P95000033873

2. The name and address of the current registered agent and office:

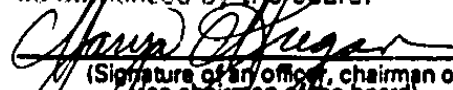
Larry Wolfe
200 - A John Knox Rd.
Tallahassee, FL 32303-6643

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

MARYA A. KEEGAN
11063 Chandler Drive
Cooper City, FL 33026-4739

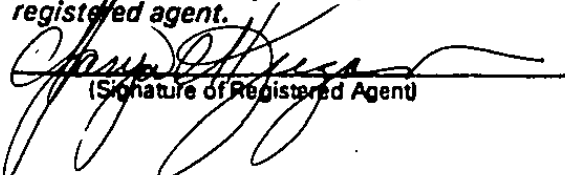
The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)
MARYA A. KEEGAN
(Printed or typed name and title)

4/2/96
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

4/2/96
(Date)

FILED
96 APR 24 PM 2:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA