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FILED
95 MAY 15 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 24, 1995

BUREAU OF CORPORATE RECORDS
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

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-04/28/95--01003--015
*****70.00 *****70.00

RE: QUALITY AND CONSTRUCTION, INC.

Dear Sirs:

Enclosed please find two original copies of the Articles of Incorporation for the above referenced corporation, together with my firm check No. 620, in the amount of \$70.00, representing filing fees.

Please forward the filed document to me in care of the above address.

Thank you for your attention to this matter.

Sincerely,

E. Conti, rw.

Eugene A. Conti
Attorney

Enclosure

502
1195-9268

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FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

May 2, 1995

EUGENE A. CONTI ATTORNEY AT LAW
P.O. BOX 529
LOXAHATCHEE, FL 33470

SUBJECT: QUALITY AND CONSTRUCTION, INC.
Ref. Number: W95000009268

We have received your document for QUALITY AND CONSTRUCTION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

AMANDA HERRING
Document Specialist

Letter Number: 395A00021070

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

QUALITY + CONSTRUCTION OF PALM BEACH, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

ARTICLE I NAME

The name of the corporation shall be:

QUALITY + CONSTRUCTION OF PALM BEACH, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of FLORIDA, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$.50 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 167 Rivera Ct., Royal Palm Beach, Florida 33411, and the name of the initial Registered Agent for the corporation at that address is POWELL YTSMA.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX DIRECTORS

This corporation shall have a minimum of two (2) directors.
The initial Board of Directors shall consist of:

NAME	ADDRESS
POWELL YTSMA	167 Rivera Ct. Royal Palm Beach, Fl. 33411
ROBERT CURTIS	167 Rivera Ct. Royal Palm Beach, Fl. 33411

ARTICLE X INCORPORATORS

The name(s) and address(es) of the initial incorporators and the initial number of shares of stock that he (they) agree(s) to take and the value of the consideration therefore are as follows:

NAME	ADDRESS	SHARES	CONSIDERATION
POWELL YTSMA	167 Rivera Ct. Royal Palm Beach, Fl. 33411	-500-	\$250.00
ROBERT CURTIS	167 Rivera Ct. Royal Palm Beach, Fl. 33411	-500-	\$250.00

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 20 day of April, 1995.

Initial Incorporator(s):

POWELL YTSMA

ROBERT CURTIS

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged before me this 20 day of April, 1995, by POWELL YTSMA and ROBERT CURTIS, to me well known.

(SEAL)

Eugene A. Conti
Notary Public
State of Florida
My Commission Expires:



DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

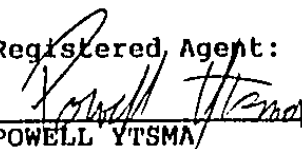
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95 MAY 15 AM 8 16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida. QUALITY + CONSTRUCTION OF PALM BEACH, INC., organized under the laws of the State of Florida, with its principal office located at 167 Rivera Ct., Royal Palm Beach, Florida 33411, has named POWELL YTSMA, whose address is 167 Rivera Ct., Royal Palm Beach, Fl. 33411 as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

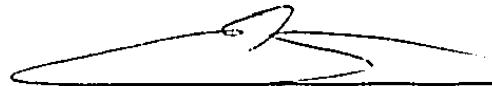

POWELL YTSMA

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared POWELL YTSMA, to me well known, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 20 day of April, 1995.

(SEAL)


Notary Public
State of Florida
My Commission Expires:

