

# WEBSTER & KNERLY, P.A.

ATTORNEYS & COUNSELORS AT LAW

David R. Webster

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May 17, 1995

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

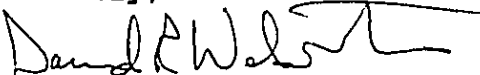
RE: QUADRES GROUP, INC.

Ladies/Gentlemen:

Enclosed please find original Articles of Incorporation for the Florida corporation proposed above, along with a check in the amount of \$132.50, representing the filing fees, certified copy fee and Registered Agent designation fee for same. Please file the enclosure at your earliest convenience and return a certified copy of the filed Articles with the letter from the Secretary of State in the envelope provided.

Thank you for your attention to this matter. Please feel free to contact me should you have any questions.

Sincerely,



David R. Webster  
DRW/mz  
Encl.

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Mr Webster GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT R. A. accept.  
6-1-95  
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F. CHESSER JUN 1 1995

ARTICLES OF INCORPORATION  
OF

QUADRES GROUP, 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.

FILED  
1995 MAY 26 PM 8 52  
SECRET  
TALLAHASSEE

ARTICLE I. NAME

The name of this corporation shall be QUADRES GROUP, INC.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value.

ARTICLE IV. REGISTERED AGENT AND REGISTERED ADDRESS

The name of the initial registered agent of the corporation at the address shown below is DAVID R. WEBSTER.

The street address of the initial registered office of the corporation shall be 701 North Franklin Street, Suite 200, Tampa, Florida 33602.

By executing these Articles of Incorporation, the registered agent does additionally acknowledge familiarity with and does accept the duties and responsibilities as registered agent for the corporation.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE IV. PRINCIPAL OFFICE

The mailing address of the principal office of the corporation shall be 4141 Rockside Road, Cleveland, Ohio 44131.

#### ARTICLE VI. DIRECTORS

The number of directors of this corporation shall be not less than one. The number of directors may be increased from time to time by the by-Laws adopted by the shareholders.

#### ARTICLE VII. INITIAL DIRECTORS

The name and street address of the initial Director is ANDREW W. O'BRIEN, 4141 Rockside Road, Cleveland, Ohio 44131.

#### ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify any officer, director or employee of the corporation, or any former officer, director or employee of the corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE IX. AMENDMENT

Unless otherwise set forth herein, the corporation reserves the right, in accordance with the Florida General Corporation Act, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X. INCORPORATOR

The name and address of the Incorporator of this corporation is DAVID R. WEBSTER, 701 North Franklin Street, Suite 200, Tampa, Florida 33602.

IN WITNESS WHEREOF, the above named Incorporator has made, subscribed and acknowledged these Articles of Incorporation on this 17th day of May, 1995.

*David R. Webster*

REGISTERED AGENT ACCEPTED-----DAVID R. WEBSTER, Incorporator

STATE OF FLORIDA :  
COUNTY OF HILLSBOROUGH :

The foregoing instrument was acknowledged before me this 19th day of MAY, 1995, by DAVID R. WEBSTER, who is personally known to me ~~or who has produced~~ identification and who did not take an oath.

My commission expires:



STEPHEN R. KNERLY  
My Commission CC419267  
Expires Nov. 07, 1998  
Bonded by HAI  
800-422-1556

*Stephen R. Knerly*  
NOTARY PUBLIC