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NEW FILINGS	AMENDMENTS	ו
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Examiner's Initials

Trademark

Other

CR2E031(10/92)

ARTICLES OF INCORPORATION

OF

QUESTOR INTERNATIONAL CORPORATION

We, the undersigned, hereby execute this document for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Questor International Corporation.

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office of the corporation is 2534 12th Street, Sarasota, Florida 34237.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE VI - PURPOSES

The purposes for which the corporation is organized are:

A. To do any and all things or to engage in any activities in which corporations doing business in the State of Florida are authorized to engage by the general corporation laws.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 7,000, all of which shall be common shares with par value of \$1.00 per share.

ARTICLE VI - PREEMPTIVE RIGHTS GRANTED

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Each share holder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VII - REGISTERED OFFICE

The street address of the initial registered office of the corporation is 2534 12th Street, Sarasota, Florida 34237, and the name of the initial registered agent at such address is BARRY W. SEACE.

ARTICLE VIII - DIRECTORS

The first Board of Directors of the corporation shall consist of:

BARRY W. SEACE 5413 Laurelwood Way Sarasota, Florida 34236

QUEST QUESTUS 722 Pinellas Bayway Terra Verdi, Florida 33716

ARTICLE IX - INCORPORATORS

The names and addresses of the incorporators are:

BARRY W. SEACE 5413 Laurelwood Way Sarasota, Florida 34236

QUEST QUESTUS 722 Pinellas Bayway Terra Verdi, Florida 33716

ARTICLE X - OFFICERS

Section 1: The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the persons who are to serve as officers of the corporation for the ensuing year, or until the first annual meeting of the corporation, are:

OFFICE

NAME AND ADDRESS

President

Barry W. Seace 5413 Laurelwood Way Sarasota, Florida 34236

Vice President, Secretary & Treasurer

Quest Questus 722 Pinellas Bayway Terra Verdi, Florida 33716

ARTICLE XI - MAJORITY CONSENT VOTING

Any action required or permitted by the Florida Corporation Act at an annual or special meeting of Stockholders may be taken without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt written notice of the taking of said action shall be given to the nonconsenting Stockholders by (among other methods) mailing said notice to said Stockholders by first class mail, postage prepaid, to their address of record.

ARTICLE XII - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the first day wherein it is qualified to transact business in the State of Florida.

IN WITNESS WHEREOF, we have subscribed our names this 3/day of

July, 1995.

BARRY W. SEACE

QUEST QUESTUS

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Questor International Corporation, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Sarasota, Florida, has named BARRY W. SEACE, of 2534 12th Street, Sarasota, Florida 34237, as its agent to accept process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BARRY W. SEACE

Resident Agent

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