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O: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
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NAME: QUALITY SERVICES OF SOUTHWEST FLORIDA, INC.  
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ARTICLES OF CORPORATION

OF

QUALITY SERVICES OF SOUTHWEST FLORIDA, INC.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is QUALITY SERVICES OF SOUTHWEST FLORIDA, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ELKINS & FREEDMAN  
2101 West Commercial Blvd.  
Suite 5400  
Fort Lauderdale, Florida 33309  
(305) 733-1330  
Attorney: Alan J. Elkins, Esquire  
Bar No.: 264512

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ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This Corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 3922 Ascot Lane, Fort Myers, Florida 33919 and the name of the initial registered agent of this corporation is THOMAS W. HASLIP, whose address is 3922 Ascot Lane, Fort Myers, Florida 33919.

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ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial directors of this corporation are THOMAS W. HASLIP, 3922 Ascot Lane, Fort Myers, Florida 33919 and SUSAN M. HASLIP, 3922 Ascot Lane, Fort Myers, Florida 33919.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:  
THOMAS W. HASLIP  
3922 Ascot Lane  
Fort Myers, Florida 33919

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other

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corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of August, 1995.

Thomas L. Harby  
SUBSCRIBER

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**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:

First--That QUALITY SERVICES OF SOUTHWEST FLORIDA, INC.  
desiring to organize under the laws of the State of FLORIDA  
with its principal office, as indicated in the Articles of  
Incorporation, at City of Fort Myers, County of Lee  
State of Florida, has named THOMAS  
W. HASLIP located at 3922 Ascot Lane

(Street address and number of building;  
post office box address not acceptable)

City of Fort Myers, County of Lee  
State of Florida, as its agent to accept service of process with  
the state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the  
above corporation, at 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.

By:

Thomas L. Haslip  
(Resident Agent)

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