

746000003937

LAW OFFICES
LES H. STEVENS, ESQUIRE
8861 WEST SUNRISE BOULEVARD
SUITE 208
PLANTATION, FLORIDA 33322
TELEPHONE: (904) 424-0404
FACSIMILE: (904) 424-0406

January 8, 1996

Via UPS Next Day Air
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Central Park Insurance South, Inc.
Our File No. 96-103

Gentlemen:

200001682912
-01/09/96--01109--019
****122.50 ****122.50

Enclosed are three (3) originals of the Articles of Incorporation for the above-captioned corporation which are to be filed with your offices.

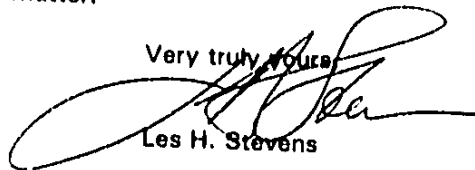
Additionally, enclosed is this office's trust account check in the sum of \$122.50, which represents the filing fee and the cost of obtaining a certified copy of the filed Articles.

Upon filing, please return a certified and conformed copy to the undersigned.

Should you require any further information, please contact the undersigned.

Thank you for your assistance in this matter.

Very truly yours,



Les H. Stevens

LHS/db
enclosure

96 JAN -9 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTERED JAN 12 1996

ARTICLES OF INCORPORATION
OF
CENTRAL PARK INSURANCE SOUTH, INC.

FILED
96 JAN -9 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be:

CENTRAL PARK INSURANCE SOUTH, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to engage in any lawful activity or to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III
AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 1000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V
NAME AND ADDRESS OF CORPORATION & REGISTERED AGENT

The street address of the Corporation's principal office and initial registered office of this Corporation in the State of Florida is 9781 West Broward Boulevard, Plantation, Florida 33324, and the initial registered agent of this Corporation at that address shall be Terry Kurth.

ARTICLE VI
NUMBER OF DIRECTORS

This Corporation shall have a Board of Directors composed of that number of Directors determined in accordance with the provisions of the Bylaws.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors is one; and the name and address of the initial member of the Board of Directors is:

Terry Kurth
9781 West Broward Boulevard
Plantation, Florida 33324

ARTICLE VIII
INCORPORATOR

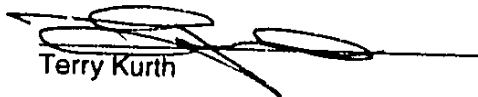
The name and street address of the person signing these Articles of Incorporation is:

Terry Kurth
9781 West Broward Boulevard
Plantation, Florida 33324

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this
8 day of Jan, 1996.


Terry Kurth

The undersigned, Terry Kurth, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges familiarity with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.325.


Terry Kurth

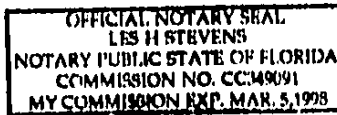
STATE OF FLORIDA)
COUNTY OF BROWARD)

I hereby certify that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Terry Kurth, to me known to be the person described as Incorporator in, and who executed, the foregoing Articles of Incorporation and he acknowledged executing said Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal in the County and State named above this 8 day of January, 1996.


Notary Public

My Commission Expires:



FILED
96 JAN -9 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P9600003937

John B. Crowther
Attorney at Law
275 East Grove Avenue
Orange City, Florida 32769
(904) 778-6178
FAX (904) 778-7808

August 19, 1996

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

100001948511
-09/17/96--01003--012
*****35.00 *****35.00

Re: Articles of Dissolution (Quality Chemical Systems, Inc.)

Dear Sir:

Enclosed please find the original and one (1) copy of the Articles of Dissolution for the above-referenced corporation.

It would be most appreciated if you would file said articles, and return the photocopy (not certified copy) thereof to this office with the date of filing stamped thereon.

Also enclosed please find my office check in the amount of \$35.00, representing your filing fee for the Articles of Dissolution.

Thanking you, and should you have any questions, please do not hesitate to contact me.

Very truly yours,

John B. Crowther
John B. Crowther

JBC:ntm

Encl:a/s

*Miss
KFT*

FILED
96 OCT -4 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~2989, 554, 540, 671~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
96 OCT -4 AM 11: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 20, 1996

John B. Crowther, Esquire
279 East Graves Avenue
Orange City, FL 32763

SUBJECT: QUALITY CHEMICAL SYSTEMS, INC.
Ref. Number: P96000039137

We have received your document for QUALITY CHEMICAL SYSTEMS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state the date the dissolution was authorized.

Please include the exhibit(s) referred to in your document.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 996A00043592

John B. Crowther
Attorney at Law
278 East Graves Avenue
Orange City, Florida 32763
(804) 778-8178
FAX (804) 778-7808

September 26, 1996

Secretary of State
Division of Corporations
Attn: Louise Flemming-Jackson
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Dissolution (Quality Chemical Systems,
Inc.)
Ref. Number: P96000039137

Dear Ms. Flemming-Jackson:

Pursuant to your letter, enclosed please find the original and one (1) copy of the Articles of Dissolution for the above-referenced corporation with date of dissolution and Exhibit "A" attached.

It would be most appreciated if you would file said articles, and return the photocopy (not certified copy) thereof to this office with the date of filing stamped thereon.

A copy of your letter is enclosed for your reference in regard to said articles of dissolution.

Thanking you, and should you have any questions, please do not hesitate to contact me.

Very truly yours,

John B. Crowther
John B. Crowther

JBC:ntm

Encl:a/s

FILED
96 OCT -4 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

OF

QUALITY CHEMICAL SYSTEMS, INC.

ARTICLE I

Name of Corporation

QUALITY CHEMICAL SYSTEMS, INC.

ARTICLE II

Method and Date of Authorization of Dissolution

Dissolution of the corporation was authorized by the unanimous written consent and action of its shareholders on August 13, 1996, in accordance with, and pursuant to, the provisions set forth in Section 607.0704, Florida Statutes (1996), as amended, a copy of which is attached hereto and incorporated herein as Exhibit "A".

ARTICLE III

Statement Regarding Directors

Pursuant to the Articles of Incorporation, there are no directors of this corporation, the business of the corporation being managed by the shareholders of the corporation rather than by a Board of Directors.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 13th day of August, 1996.

QUALITY CHEMICAL SYSTEMS, INC.

By:

Vicki R. Edwards
Vicki R. Edwards
President

FILED

96 OCT -4 AM 11:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO DISSOLUTION OF THE CORPORATION

THE UNDERSIGNED, as the sole shareholder of all of the outstanding shares of stock of QUALITY CHEMICAL SYSTEMS, INC., a Florida corporation, hereby consents to the immediate dissolution of the corporation, and hereby further consents to, and authorizes, the filing of Articles of Dissolution with the Florida Secretary of State, Division of Corporations, by the President and Secretary of the corporation.

The signing of this consent by the undersigned shall constitute full ratification of the action taken as set forth above.

Consent dated: 8/13/96, 1996.

Vicki R. Edwards

Vicki R. Edwards
Shareholder