

William C. Malone, IV

ATTORNEY AND COUNSELOR AT LAW

827 Menendez Court • Orlando, Florida 32801 • Telephone (407) 423-4040 • Telecopier (407) 423-0860

February 9, 1996

P 960000 15016

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fl 32214

FILED
96 FEB 14 AM 9:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Re: Articles of Incorporation for
Q Consulting Group, Inc.

Dear Sir:

Enclosed please find an original and one copy of "ARTICLES OF INCORPORATION FOR Q CONSULTING GROUP, INC." for filing along with a check in the amount of \$70.00 costs. Please return a stamped copy of the Articles to this office after they have been filed.

Thank you for your attention to this matter.

Sincerely,


William C. Malone IV

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Enclosure

F. CHESSER FEB 19 1996

ARTICLES OF INCORPORATION
OF
Q CONSULTING GROUP, INC.

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STATE OF FLORIDA
TALLAHASSEE

ARTICLE I. NAME

The name of this corporation shall be Q CONSULTING GROUP, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for all legal purposes.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue seven thousand five hundred (7,500) shares having a par value of one dollar (\$1.00) capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

Articles of Incorporation of
Q Consulting Group, Inc.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase, at fair market value, any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may only be increased or decreased from time to time, by and through unanimous consent of the initial board of directors, as outlined below or as may be provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

John Bradfield Gross	170 W. Fairbanks Ave. Winter Park, Florida 32789
Stephen Ray Quello	170 W. Fairbanks Ave. Winter Park, Florida 32789

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial principal office shall be: 170 W. Fairbanks Avenue, Winter Park, Florida 32789.

The name of the individual who shall serve as this corporation's initial registered agent is: William C. Malone IV, 827 Menendez Court, Orlando, Florida 32801.

ARTICLE X. INCORPORATORS

The names and addresses of the individual who shall serve as

this corporation's incorporators is: William C. Malone IV, 827
Menendez Court, Orlando, Florida 32801.

ARTICLE XI. AMENDMENT

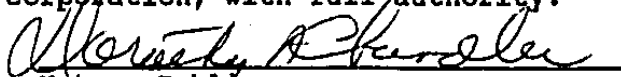
This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

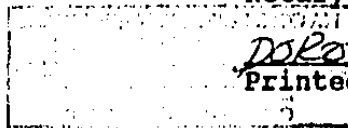
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this 23rd day of January, 1996.


William C. Malone IV
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME, this 23 day of January, 1996 by WILLIAM C. MALONE IV, as Incorporator of Q CONSULTING GROUP, INC., a Florida corporation for profit, on behalf of the corporation. He is personally known to me and did not take an oath and he acknowledged that he executed the foregoing instrument on behalf of the corporation, with full authority.


Notary Public



DOROTHY A CHANDLER
Printed or stamped name of Notary

OFFICIAL NOTARY SEAL
DOROTHY A CHANDLER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC208866
MY COMMISSION EXP. JUNE 17, 1996


REGISTERED AGENT DESIGNATION CERTIFICATE

The address of this corporation's registered office, where service of process within the State of Florida may be served upon this corporation's registered agent, shall be:

William C. Malone IV
827 Monendez Court
Orlando, Florida 32801

ACCEPTANCE

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated above, for Q CONSULTING GROUP, INC., I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of Q CONSULTING GROUP, INC.



William C. Malone IV
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA