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PETER N. SMITH  
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September 20, 1996

\*ALSO MEMBER OF GA BAR  
\*ALSO MEMBER OF CT BAR

*996000079873*  
CERTIFIED MAIL - RETURN RECEIPT REQUESTED

Office of The Secretary of State  
Department of State, The Capitol  
Tallahassee, FL 32399-0250

000001955790  
-03/25736--01013--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

re: Articles of Incorporation of Quality Dedicated Services, Inc.

Dear Madam/Sir:

Enclosed please find for filing the Articles of Incorporation for the above corporation and our check in the amount of \$70.00.

Yours very truly,

*Richard Dunegan*  
Richard Dunegan

RD/vlw  
Enclosures

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96 SEP 24 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

*9/26*

ARTICLES OF INCORPORATION  
OF  
QUALITY DEDICATED SERVICES, INC.

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96 SEP 24 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. NAME

The name of the corporation is:

QUALITY DEDICATED SERVICES, INC.

The principal place of business of this corporation shall be

2702 Directors Row, Orlando, Florida 32809

Article 2. DURATION

The duration of the Corporation is perpetual.

Article 3. 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 4. CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of single class and shall have a par value of \$1.00 per share.

#### Article 5. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the Corporation is 225 E. Robinson Street, Orlando, Florida, 32802; and the name of its initial Registered Agent at the address is Richard Dunegan.

#### Article 6. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Board of Directors of the Corporation is as follows:

Lennie M. Goodwin

7764 Hyacinth Drive  
Orlando, Florida 32835

#### Article 7. INCORPORATOR

The name and address of the Incorporator is as follows:

RICHARD DUNEGAN  
GURNEY AND HANDLEY, P. A.  
225 E. Robinson Street, Suite 450  
Orlando, Florida 32802

#### Article 8. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed are:

Lennie M. Goodwin  
7764 Hyacinth Drive  
Orlando, Florida 32835

President

Janice L. Goodwin  
7764 Hyacinth Drive  
Orlando, Florida 32835

Treasurer/Secretary

#### Article 9. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify as a "Subchapter S Corporation" under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### Article 10. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

#### Article 11. Bylaws

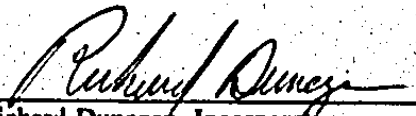
The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of this corporation.

Article 12. AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this

20<sup>th</sup> day of September, 1996.

  
Richard Dunegan, Incorporator

DESIGNATION OF RESIDENT AGENT

QUALITY DEDICATED SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 2702 Directors Row, Orlando, Florida 32809, had and does by these presents name RICHARD DUNEGAN, located at 225 E. Robinson Street, Suite 450, Orlando, Florida 32802, as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I having been named to accept service of process of the above-named corporation, at the place designated in the above statement, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relating to keeping open said office.

DATED this 20<sup>th</sup> day of September, 1996.

  
RICHARD DUNEGAN, Registered Agent

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TALLAHASSEE FLORIDA