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CLERK OF STATE
TALLAHASSEE, FLORIDA

OCT 16 PM 12:13

FILED

October 14, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/16/96--01097--017
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Re: Q.N.C., Corp.

Dear Sir:

Enclosed please find the original Articles of Incorporation and Certification and Acceptance of Registered Agent for the corporation, Q.N.C., Corp. Also enclosed is a check in the amount of \$122.50 for the filing fee and return of certified copy of the Articles.

If you have any questions, please contact our office.

Sincerely,


Michelle R. Stephan

BH 10/17/96

**ARTICLES OF INCORPORATION
OF
Q.N.C., CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the Florida General Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Q.N.C., CORP. The Corporation's mailing address is:

1059 Maitland Center Commons, Ste. 200
Maitland, Florida 32751

ARTICLE II - DURATION

This Corporation shall exist perpetually and shall be effective as of the date of filing with the State of Florida.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

D. Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share thereof (as nearly as may be done without issuance of the fractional shares) at the price at which it is offer to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

1059 Maitland Center Commons, Ste. 200
Maitland, Florida 32751

The name of the initial registered agent of this corporation shall be:

RICHARD QUAID

ARTICLE VI - INITIAL DIRECTORS AND OFFICERS

The names and addresses of the initial members of the Board of Directors and Officers, each to hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Richard Quaid	1059 Maitland Center Commons Suite 200 Maitland, FL 32751	President/ Secretary
Antoinette Nicoletti	1059 Maitland Center Commons Suite 200 Maitland, FL 32751	Treasurer

The number of directors may be either increased or diminished from time to time as provided for in the By-Laws.

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Street Address</u>
Richard Quaid	1059 Maitland Center Commons, Ste. 200 Maitland, FL 32751

ARTICLE VIII - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation. The duties of the officers of this corporation shall be prescribed by such By-Laws. Such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders or in the event of the death of any of its shareholders.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of October, 1996.


Richard Quaid, Incorporator

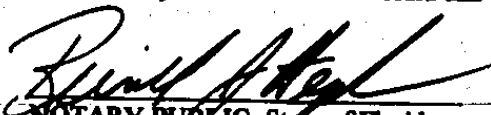
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Richard Quaid, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

9th WITNESS my hand and official seal in the County and State last aforesaid this day of October, 1996.



REINHARD Q STEPHAN
My Commission CC370770
Expires May, 08, 1998
Bonded by HAI
800-422-1555


NOTARY PUBLIC, State of Florida
My Commission Expires:

He personally known to me

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT AND
REGISTERED OFFICE**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the corporation is: **Q.N.C., CORP.**
2. The name and address of the registered agent and office is:

**RICHARD QUAID
1059 Maitland Center Commons, Ste. 200
Maitland, FL 32751**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE
OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF AS
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.

SIGNATURE

PRINT NAME