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GEIGER KASDIN -

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11/22/96

FLORIDA DIVISION OF CORPORATIONS
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FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A. ACCT#: 076030000723
CONTACT: BEVERLY O RIEDY PHONE: (305)372-5000 FAX #: (305)372-0052

NAME: QUALITY RECONSTRUCTION, INC.
AUDIT NUMBER.....H96000016594
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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SENT BY:

11-25-96 : 8:58AM :

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FA#: H96-16594

**ARTICLES OF INCORPORATION OF
QUALITY RECONSTRUCTION, INC.**

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**ARTICLE I
NAME**

The name of the Corporation is QUALITY RECONSTRUCTION, INC..

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: c/o David Howell, 1175 NE 125th Street, Suite 600, North Miami, FL 33161.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

Bruce A. Weil, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 816469

FA#: H96-16594

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**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this Corporation is 1428 Brickell Avenue, 6th Floor, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is BRUCE A. WEIL, ESQ.

**ARTICLE VII
INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
BRUCE A. WEIL, ESQ.	1428 BRICKELL AVENUE, 6TH FLOOR MIAMI, FLORIDA 33131

**ARTICLE VIII
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE IX
AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

SENT BY:

11-25-96 ; 8:58AM ;

GEIGER KASDIN →

4 / 5

FA#: H96- 16594

**ARTICLE X
OFFICERS**

The following shall be the sole officer of the Corporation:

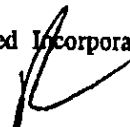
President/Secretary/Treasurer - DAVID HOWELL
1175 NE 125th Street, Suite 600
North Miami, FL 33161

**ARTICLE XI
DIRECTORS**

The following shall be the sole director of the Corporation:

DAVID HOWELL

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 22nd day of NOVEMBER, 1996.



BRUCE A. WEIL, ESQ.

FA#: H96- 16594

SENT BY:

11-25-96 : 8:59AM :

GEIGER KASDIN -

5/ 5

FA#: H96- 16594

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**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

SEC.
FALL

STATE
FLORIDA

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT QUALITY RECONSTRUCTION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED BRUCE A. WEIL, ESQ., LOCATED AT 1428 BRICKELL AVENUE, 6TH FLOOR, MIAMI, DADE COUNTY, FLORIDA, 33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

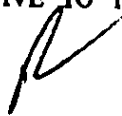


BRUCE A. WEIL, ESQ.

Incorporator _____
TITLE

11/22/96 _____
DATE

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



BRUCE A. WEIL, ESQ.

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