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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 174887 98067A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyjunt

FILED
96 DEC -4 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 4, 1996

ORDER TIME : 10:29 AM

ORDER NO. : 174887-005

500002019605--6

CUSTOMER NO: 98067A

CUSTOMER: Mr. Don Nichols
QUALITY CREDIT CONTROLS, INC

P. O. Box 39355

Fort Lauderdale, FL 33339

DOMESTIC FILING

NAME: QUALITY VENTURE CAPITAL INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

RECEIVED
96 DEC -4 AM 11:28
DIVISION OF CORPORATION

12-4-96

FILED
96 DEC -4 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Quality Venture Capital INC.

ARTICLE I - NAME

The name of this corporation is Quality Venture Capital INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is authorized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorated share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED/PRINCIPAL OFFICE AND AGENT

Don Nichols, an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of: Quality Venture Capital INC. is familiar with and

accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes. The registered agent address is: 5831 NE 20th Terrace Ft. Lauderdale, Fl 33308 Ph (305) 491-3680

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The name and address of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
DON NICHOLS	PRESIDENT	5831 NE 20th TERRACE FT. LAUDERDALE, FL 33308 RDE (954) 491-3680

ARTICLE VIII - INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
DON NICHOLS	5831 NE 20th TERRACE FT. LAUDERDALE, FL 33308 PHONE (954) 491-3680

ARTICLE IX - INDEMNIFICATION

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

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ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this ____ day of _____, 1996.

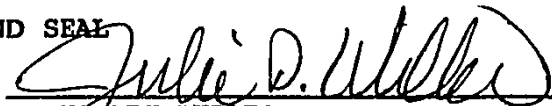


DON NICHOLS, Registered Agent

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

SUBSCRIBED AND SWORN TO BEFORE ME THIS ^{3rd} DAY OF Dec., 1996,
THE ABOVE PERSON PRODUCED A VALID FLORIDA DRIVERS LICENSE.

WITNESS MY OFFICIAL HAND AND SEAL



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

