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J. Doyle Thomas, P.A.

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Attorney At Law

P. O. Box 339

Cross City, Florida 32628-0339

Phone (352) 498-3900

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Date 01-24-97

TO: Division of Corporations

RE: Quality EduServ, Inc.

ATTN:

Post Office Box 6327

Tallahassee, FL 32314

In connection with the above referenced transaction, the following items are enclosed:

() Warranty Deed

() Mortgage & Note

(X) Check No. 11840, in the amount of \$ 122.50

() Settlement Statement

() Statement of Charges

(X) Other Articles of Incorporation

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****122.50 ****122.50

Instructions: Please file the Articles of Incorp. and Designation of Registered

Agent and send a certified copy back to me for my records.

If you have any questions regarding these enclosures, or if we can be of assistance in the future, please contact this office.

Thank You,

J. Doyle Thomas, P.A.

JDT/ct

Enclosures: (2)

JAN 31 1997

97 JAN 28 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FILED

97 JAN 28 PM 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Quality EduServ, Inc.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract and acting as incorporators to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be Quality EduServ, Inc.

ARTICLE II

This corporation is to exist perpetually, commencing upon the filing of these Articles.

ARTICLE III

The purpose of this corporation is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of no par value.

ARTICLE V

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Allen Harden
Cotter Street
P. O. Box 839
Cross City, FL 32628

The street address of the initial principal office of the Corporation shall be

Quality EduServ, Inc.
Cotter Street
Cross City, FL 32628

and the mailing address of the Corporation shall be

Quality EduServ, Inc.

ARTICLE VI

This corporation shall have Two (2) directors initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

The names of the initial directors of this corporation and the Officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Allen Harden	P.O. Box 839, Cross City, FL 32628	President/Treasurer Director
Ray M. Harden	P.O. Box 839 Cross City, FL 32628	Vice President/Secretary Director

The persons named as initial directors and officers shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, which-ever occurs first.

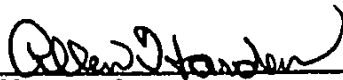
ARTICLE VIII

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

<u>NAME</u>	<u>ADDRESS</u>
Allen Harden	P.O. Box 839, Cross City, FL 32628

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

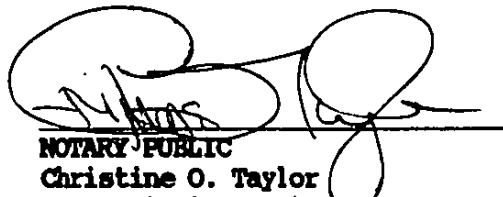

Allen Harden

STATE OF FLORIDA

COUNTY OF DIXIE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared ALLEN HARDEN, who is personally known to me and known to be the person described as incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the State and County named above, the 24th day of January, A.D., 1997.


NOTARY PUBLIC
Christine O. Taylor
My commission expires:

(NOTARY SEAL)



CHRISTINE O. TAYLOR
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Oct. 26, 1999
Commission No. CC499459

CERTIFICATE DESIGNATING REGISTERED AGENT OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Quality EduServe, Inc. desiring to organize under the Laws of the State of Florida, with its principal place of business located at Cotter Street, in Cross City, Florida, has named Allen Harden, Cotter Street, P. O. Box 839, Cross City, Florida 32628, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Allen Harden
Allen Harden, Registered Agent

1/24/97
Date

FILED
97 JAN 28 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA