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LAW OFFICES

LLOYD E. SWAIN

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BARNETT BANK TOWER, SUITE 700
2929 EAST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33308

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TEL 954-771-9251 * FAX 954-771-9380

January 22, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
The Old Jail Building
Tallahassee, Florida 32301

RE: Quality American Construction, Inc.

400002076304--7
-02/04/97--01004--009
****122.50 ****122.50

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return to me one certified copy. I am also enclosing our check in the amount of One Hundred Twenty-two and 50/100 Dollars (\$122.50) to cover the expenses as follows:

FILING FEES	\$ 35.00
CERTIFIED COPY	52.50
REGISTERED AGENT DESIGNATION	35.00
TOTAL	\$122.50

Thank you for your anticipated cooperation in this regard.

Very truly yours,

 JoAnn Byrne, for

Enclosures

OK
2/4/97

CERTIFICATE OF INCORPORATION
OF
QUALITY AMERICAN CONSTRUCTION, INC.

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DEPUTY CLERK OF COURT
TALLAHASSEE, FLORIDA

I, the undersigned hereby associate myself together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights and privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be **QUALITY AMERICAN CONSTRUCTION, INC.**

ARTICLE II

The principal office of this corporation shall be situated at 5154 n.w. 42nd Terrace, Coconut Creek, Florida 33073..

ARTICLE III

The nature of the business and the purposes to be transacted are to engage in and to have unlimited power to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Law.

ARTICLE IV

The total authorized capital stock of this corporation shall be One Thousand Dollars (\$1,000.00), divided into a maximum of One Thousand Shares (1,000), which shall be of common stock of par value of One Dollar (\$1.00) each, fully paid and nonassessable.

ARTICLE V

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

The business of this corporation shall be conducted by a Board of Directors consisting of one (1) or more persons.

The officers of this corporation shall be a President, Secretary and a Treasurer, and such other officers as shall be appointed in accordance with the By-Laws of this corporation.

ARTICLE VII

The names and street addresses of the members of the first Board of Directors, who shall hold office from the organization of this corporation to the first annual meeting, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph G. Martino	5154 N.W. 42nd Terrace, Coconut Creek, FL 33073

ARTICLE VIII

The following shall hold office named until their successors shall be regularly elected and shall be qualified.

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Joseph G. Martino	President	5154 N.W. 42nd Terrace
	Secretary/Treasurer	Coconut Creek, FL 33073

ARTICLE IX

The name and address of each subscriber of stock are:

NAME

Joseph Martino

ADDRESS

5154 N.W. 42nd Terrace
Coconut Creek, FL 33073

ARTICLE X

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or extinguishment of debts. Pre-emptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

ARTICLE XI

That the said **QUALITY AMERICAN CONSTRUCTION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Certificate of Incorporation in the City of Coconut Creek, State of Florida, has named Joseph Martino, as its Registered Agent, and designated 5154 N.W. Terrace, Coconut Creek, Florida 33073 as its Registered Office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Fort Lauderdale, Broward County, Florida, this 22 day Jan. 1997.

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)


JOSEPH MARTINO

I HEREBY CERTIFY that on this 22nd day of Jan, 1997 personally came and appeared before me the undersigned to me known and known to me to be the person described in and who executed the foregoing Certificate of Incorporation as his free and voluntary act and deed and for the purposes and uses therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year first above written.



Lloyd E Swalm
My Commission CC588936
Expires Sep. 29, 2000


NOTARY PUBLIC

My Commission Expires:

I HEREBY ACCEPT the appointment as Registered Agent on behalf of **QUALITY AMERICAN CONSTRUCTION, INC.**


JOSEPH MARTINO

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