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LAW OFFICES OF
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STEPHEN D. PEARSON, ESQ.

2474 S.W. 28th Ave. #201
Miami, Florida 33133

FILED
27 MAR 31 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 26, 1997

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

000002129070--3
-03/31/97--01156--006
*****70.00 *****70.00

Re: Articles of Incorporation for QC Distribution Corporation

Dear Madam/Sir:

Enclosed are the articles of incorporation and the acceptance of registered agent for QC Distribution Corporation (the "Corporation"). Also enclosed are the fees for registration of the Corporation, including:

Articles of Incorporation	\$35.00
Designation and acceptance by registered agent	<u>35.00</u>
TOTAL	<u>\$70.00</u>

Please file as appropriate.

Thank you.

Sincerely,



Stephen D. Pearson

Encl.
Articles
Acceptance

P&M/PEARSON/Garces/96-166-1.004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P&M
4/2/97

ARTICLES OF INCORPORATION
OF
QC DISTRIBUTION CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of QC Distribution Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. Name

The name of the corporation is:

QC Distribution Corporation

ARTICLE II. Mailing Address

The mailing address of the corporation is:

10253 N.W. 9 Street Circle
Suite 401
Miami, Florida 33172

ARTICLE III. Commencement of Existence

The existence of the corporation will commence on the filing of these Articles of Incorporation.

ARTICLE IV. Purpose

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. Authorized Shares

The maximum number of share that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 10253 N.W. 9 Street Circle, Suite 401, Miami, Florida 33172, and the name of the corporation's initial registered agent at that address is Crysler McQuire.

ARTICLE VI. Initial Board of Directors

cfm

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided by the bylaws, but shall never be less than one. The names and street addresses of the initial director is:

<u>Name</u>	<u>Address</u>
Crysler McQuire	10253 N.W. 9 Street Circle Suite 401 Miami, Florida 33172

ARTICLE VIII. Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Stephen D. Pearson	2474 S.W. 27 Terrace Miami, FL 33133

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. Amendments

The corporation reserves the right to amend, alter, change, or repeal any provision in the Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 27 day of March, 1997. cpm



Stephen D. Pearson, Incorporator

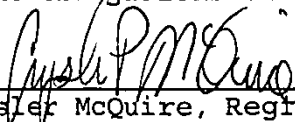
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted:

That QC Distribution Corporation, desiring to organize under
the laws of the State of Florida with its initial registered
office, as indicated in the Articles of Incorporation, at 10253
N.W. 9 Street Circle, Suite 401, Miami, Florida 33172, has named
Crysler McQuire as its agent to accept service of process within
this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for QC
Distribution Corporation at the place designated in this
certificate, I agree to act in that capacity and to comply with the
provisions of the Florida Business Corporation Act, and state that
I am familiar with, and accept, the obligations of that position.



Crysler McQuire, Registered Agent

166-1.001

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