

P97000041084

April 29, 1997

To Whom It May Concern:

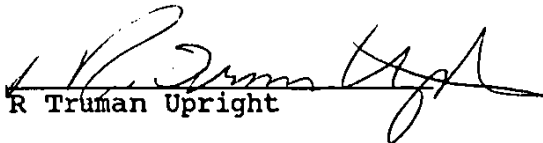
If there are any questions concerning the filing of these Articles of Incorporation, please feel free to contact Mr. James Strong at 904-761-7855. The signature below authorizes you to act upon his direction in this matter.

Please mail the Articles of Incorporation to:

Quality Financial Services Inc.

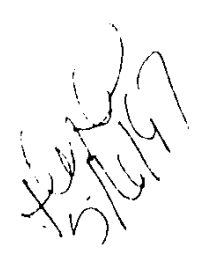
5560 So Nova Road

Daytona Beach, FL 32127

  
R Truman Upright

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FILED  
97 MAY -5 PM 2:18  
SECRET  
TALLAHASSEE, FLORIDA

  
5/16/97

FILED  
97 MAY -5 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
R Truman Upright & Associates Inc.

ARTICLE I = NAME

The Name of this Corporation is R Truman Upright & Associates Inc.

ARTICLE II = DURATION

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

ARTICLE III = PURPOSE

This corporation is organized for transacting all lawful business.

ARTICLE IV = CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar par value common stock.

ARTICLE V = INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of this corporation is  
134 Deskin Dr South Daytona FL 32119

The initial registered agent is R Truman Upright  
whose physical address is 134 Deskin Dr South Daytona FL 32119

The Corporation registered address is:  
134 Deskin Dr South Daytona FL 32119

ARTICLE VI = INITIAL BOARD OF DIRECTORS

This corporation shall have no Directors.

ARTICLE VII = INCORPORATORS

The name and address of the person signing these articles of  
Incorporation is R Truman Upright

134 Deskin Dr South Daytona FL 32119

ARTICLE VIII = MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of,  
and the business and affairs of this corporation shall be managed under  
the direction of the majority of shareholders of this corporation.

Each shareholder shall be entitled to one vote in person, or by proxy,  
for each share of voting stock held. A majority of the outstanding  
shares of the corporation entitled to vote, represented in person, or  
by proxy, shall constitute a quorum at any meeting of the shareholders  
for the management of the business of the corporation.

ARTICLE IX = POWERS

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

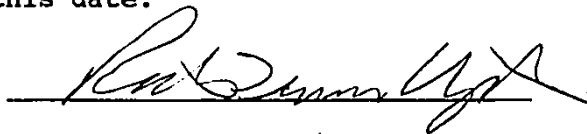
ARTICLE X = INDEMNIFICATION

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

ARTICLE XI = AMENDMENT

The corporation reserves the right to amend or repeal any provisions  
contained in these Articles Of Incorporation, 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 date:



Robert Truman Upright

STATE OF Virginia )

COUNTY OF , )

Before me, a Notary Public authorized to take acknowledgments in the  
State and County set forth above, personally appeared  
Robert Truman Upright known by me to be the person who  
executed the foregoing Articles of Incorporation and they acknowledged  
before me that they executed those Articles of Incorporation.

In witness whereof, I have hereunto set my hand and seal in the State  
and County last aforesaid, this date:



Notary Public, State of Virginia At Large:

*County of Henrico.*

My Commission Expires: 3/31/98

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE  
SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED: FIRST -- R Truman Upright & Associates Inc.

DESIRING TO ORGANIZE OF QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF SOUTH DAYTONA  
STATE OF FLORIDA HAS NAMED ROBERT TRUMAN UPRIGHT  
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. HAVING BEEN  
NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT  
THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS  
CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



REGISTERED AGENT: ROBERT TRUMAN UPRIGHT

DATE: APRIL 29, 1997

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97 MAY -5 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA