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Berger
Davis &
Singerman
Professional Association

100 N.E. Third Avenue Suite 400
Fort Lauderdale, Florida 33301
Phone: 954.525.9900
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97 MAY 16 PM 12:48

FILED
CLERK OF STATE
JUDICIAL DEPARTMENT

May 14, 1997

Secretary of State
State of Florida
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: FIRST QUALITY MANAGEMENT SERVICES, INC.

Gentlemen:

Enclosed herewith are:

1. One executed original and a xerox copy of Articles of Incorporation of First Quality Management Services, Inc.
2. Our check in the amount of \$122.50 in payment of the following:
 - (a) filing fee in the amount of \$35.00;
 - (b) certified copy in the amount of \$52.50; and
 - (c) registered agent fee in the amount of \$35.00.

If you have any questions, please telephone.

Very truly yours,

BERGER DAVIS & SINGERMAN


Laz L. Schneider

LLS:mw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

97 MAY 16 PM 12:48

OF

FIRST QUALITY MANAGEMENT SERVICES, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

ARTICLE INAME OF CORPORATION

The name of this Corporation shall be:

FIRST QUALITY MANAGEMENT SERVICES, INC.

ARTICLE IIGENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IIIAUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 100 shares of Common Stock, par value \$1.00 per share.

ARTICLE IVCAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation will begin business shall be determined by the initial Board of Directors.

ARTICLE VADDRESS OF PRINCIPAL OFFICE

Address of the principal office of this Corporation is 8751 West Broward Boulevard, Suite 100, Plantation, Florida 33324.

ARTICLE VITERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE VIIADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is, 8751 West Broward Boulevard, Suite 100, Plantation, Florida 33324, and the initial registered agent of this Corporation at that address shall be Victor J. Zarrilli.

ARTICLE VIIINUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONSARTICLE IX

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INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of Directors are:

John F. Maloney, II	8751 West Broward Boulevard Suite 100 Plantation, FL 33324
Diane R. Zarrilli	8751 West Broward Boulevard Suite 100 Plantation, FL 33324
Victor J. Zarrilli	8751 West Broward Boulevard Suite 100 Plantation, FL 33324
Sol Schulman	8751 West Broward Boulevard Suite 100 Plantation, FL 33324

ARTICLE XINCORPORATOR

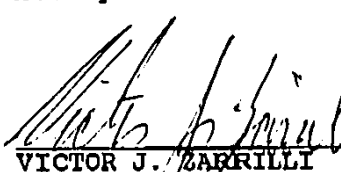
The name and street address of the person signing these Articles of Incorporation is:

Victor J. Zarrilli	8751 West Broward Boulevard Suite 100 Plantation, FL 33324
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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8 day of May, 1997.

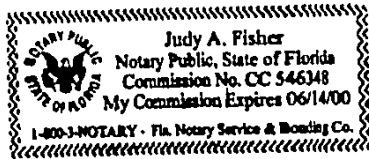

VICTOR J. ZARRILLI

THE UNDERSIGNED, named as the registered agent in Article VII of these Articles of Incorporation hereby consents to act as such registered agent.


VICTOR J. ZARRILLI

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 8
day of May, 1997 by VICTOR J. ZARRILLI, who is personally known to
me or has provided _____ as identification.



NOTARY PUBLIC

Sign: Judy A. Fisher

Print: JUDY A FISHER

My Commission Expires: 6/14/2000

(SEAL)