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KENNETH L. WEISS

Attorney at Law

Florida Supreme Court Certified

Civil and Family Mediation

11085 9th Street East • Treasure Island, FL 33706

813-367-8829 • Fax: 813-367-9512

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32399

May 18, 1997

SUBJECT: QUANTEX, INC.
REF NO. W97000009836

ment #)

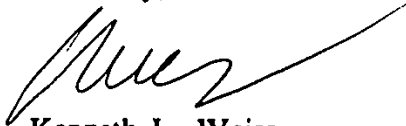
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ment #)

Ladies/Gentlemen:

I have enclosed the Articles of Incorporation for RETRAITE, INC. and a copy of the letter from your department regarding the above referenced file. Please use the enclosed articles in place of the above. Also enclosed is an additional copy of the Articles of Incorporation and a self addressed stamped envelope. Would you please time and date stamp it and return to me. Thank you for your assistance.

Sincerely,



Kenneth L. Weiss

DMC
5/23/97

FILED
97 MAY 23 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 29, 1997

KENNETH L. WEISS
ATTORNEY AT LAW
11085 9TH ST EAST
TREASURE ISLAND, FL 33706

SUBJECT: QUANTEX, INC.
Ref. Number: W97000009836

We have received your document for QUANTEX, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 097A00022086

ARTICLES OF INCORPORATION

OF

RETRAITE, INC.

FILED
97 MAY 23 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be Retraite, inc. and the address of the principal office of this corporation shall be 2668 Waxwood Court, Clearwater, FL 33761 and the mailing address shall be the same.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 2668 Waxwood Court, Clearwater, FL 33761 and the name of

the initial registered agent of the corporation at that address is Randolph P. Gibson.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director initially. The name and street address of the initial member of the Board of Directors is Randolph P. Gibson whose address is 2668 Waxwood Court, Clearwater, FL 33761.

ARTICLE III OFFICERS

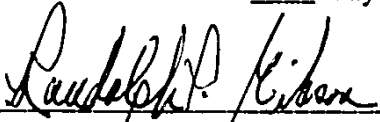
The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation or until his successor is elected or appointed is President: Randolph P. Gibson, 2668 Waxwood Court, Clearwater, FL 33761.

ARTICLE IX INCORPORATOR

The name and street address of the incorporator to these Articles of

Incorporation is Randolph P. Gibson whose address is 2668 Waxwood Court, Clearwater, FL 33761.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 13TH day of MAY, 1997.

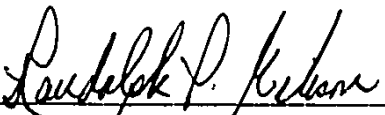


Randolph P. Gibson

97 MAY 23 PM 4:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

Randolph P. Gibson having a business office identical with the office of the registered office of the Registered Agent named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Randolph P. Gibson