

P97000055 752

June 19, 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


Burwell J Noyes

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FILED
97 JUN 23 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 6/2 /97

Burwell J Noyes
479 Collins Street
Ormond Beach FL 32174

June 18, 1997

To: Division of Corporations
P O Box 6327
Tallahassee, FL 32314

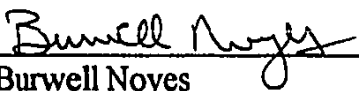
Re: Quality Marine Canvas Inc Corporate Articles

I wish to make the following statements regarding the enclosed Articles of Incorporation.

1. The attached articles do not represent the same corporation as was incorporated in 1995.
2. Quality Marine Canvas Inc of 1995 has no intention of renewing itself in the future.
3. Quality Marine Canvas of 1995 hereby releases it's name for use by others.

If there are any questions regarding this note, please call Mr. James Strong at 904-761-7855. I hereby give him Power of Attorney in this matter.

Sincerely,


Burwell Noyes

ARTICLES OF INCORPORATION OF
Quality Marine Canvas Inc
ARTICLE I = NAME

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The Name of this Corporation is Quality Marine Canvas 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
479 Collins Street Ormond Beach FL 32174

The initial registered agent is Burwell Noyes

whose physical address is 479 Collins St Ormond Beach FL 32174

The Corporation registered address is:

479 Collins Street Ormond Beach FL 32174

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 Burwell J Noyes
479 Collins Street Ormond Beach FL 32174

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.

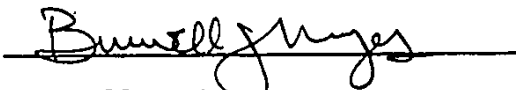
ARTICLE X = INDEMNIFICATION

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: June 19, 1997


Burwell J Noyes

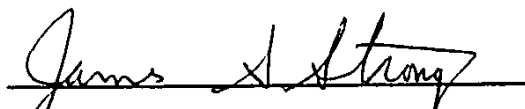
STATE OF FLORIDA)

COUNTY OF VOLUSIA)



James S Strong
My Commission CC407184
Expires February 9, 2001

Before me, a Notary Public authorized to take acknowledgments in the
State and County set forth above, personally appeared
Burwell J Noyes 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: June 19, 1997


Notary Public, State of Florida At Large:

My Commission Expires: Feb 9, 2001

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 -- Quality Marine Canvas Inc
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF Ormond Beach
STATE OF FLORIDA HAS NAMED Burwell Noyes
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

Burwell Noyes

REGISTERED AGENT: Burwell Noyes

DATE: June 19, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA