

LOGIN SERVICES

Computer • Software • Novell Netware Support / Training

August 13, 1997

Secretary of State
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

ATTENTION: Incorporation Department
QUIET MANAGEMENT, INC.

Dear Sir:

EFFECTIVE DATE
8-13-97

Enclosed herewith please find the following:

1. Duplicate original of Articles of Incorporation for the above subject corporation
2. Check in the sum of \$122.50, representing filing fee

Please process and provide this office with a duplicate original of said Articles.

Should you have any questions, please do not hesitate to contact this office by calling collect.

Your attention to this matter is sincerely appreciated.

Sincerely,

LOGIN SERVICES CORP.

Rosemary Van

RV/gss
Enclosures
VIA FEDERAL EXPRESS

AL AUG 15 1997

ARTICLES OF INCORPORATION

OF

QUIET MANAGEMENT, INC.

EFFECTIVE DATE
8-13-97

FILED
97 AUG 14 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is: QUIET MANAGEMENT, INC.

ARTICLE II - DURATION

This corporation shall be perpetual commencing the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- a. Any and all lawful business.
 - b. Pursue its purposes and business in any and all locations foreign and domestic.
 - c. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
 - d. Buy and sell real and personal property of any nature whatsoever.
 - e. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
 - f. Import and export wares, goods and merchandise of any nature whatsoever.
 - g. Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
 - h. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.
 - i. Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.
 - j. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.
 - k. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.
 - l. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporations.
 - m. Guarantee performance by any other person and/or entity.
- In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock at ONE

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is:

TRACY THOMPCKINS
2971 NW 185TH TERRACE, MIAMI, FL 33056

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONNE director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than ONNE. The name and address of the director(s) of this corporation is:

NAME

ADDRESS

TRACY THOMMPKINS

2971 NW 185TH TERRACE, MIAMI, FL
33056

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

TRACY THOMMPKINS
2971 NW 185TH TERRACE, MIAMI, FL 33056

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13TH day of AUGUST, 1997.


TRACY THOMPCKINS

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

FILED

97 AUG 14 PM 1:22

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In pursuance with Chapter 48.091 of the Florida Statutes, the following is
submitted in compliance with said Act:

FIRST: That QUIET MANAGEMENT, INC. desiring to organize under the
laws of the State of Florida, with its registered office as indicated in the Articles of
Incorporation, in the City of MIAMI, DADE County, State of Florida, has named
TRACY THOMPkins who is located at 2971 NW 185TH TERRACE, MIAMI, FL
33056 as its registered agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
Corporation, at the place designated in this Certificate, I hereby accept to act in this
capacity and agree to comply with the provisions of said Act relative to keeping open
said office.


**TRACY THOMPkins
REGISTERED AGENT**