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LECOMPTE & STEPHENSON, P.A.

MORRIS A. LECOMPTE

ATTORNEYS AT LAW
CITY CENTER 12TH FLOOR
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(813) 823-5000
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REPLY TO:
P.O. BOX 1300
ST. PETERSBURG, FL 33731

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 24 PM 2:42

October 23, 1997

FILE NO.

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

700002329007--8
-10/24/97--01069--008
*****88.75 *****88.75

Re: Articles of Incorporation - QoS Solutions, Inc.

Dear Sir/Madam:

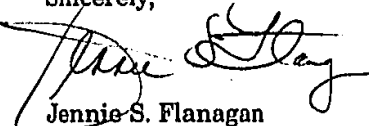
Enclosed you will find the Articles of Incorporation for the above corporation for filing. Also enclosed you will find a check in the amount of \$88.75. This amount should cover the following costs:

1. Filing fee - \$70;
2. Certificate of Status - \$8.75; and
3. Copy of the filed Articles of Incorporation - \$10.

Kindly file the Articles and return the certificate of status and copy of the filed articles to the above address.

Thank you for your attention to the enclosed. Should you have any questions, please feel free to contact me.

Sincerely,


Jennie S. Flanagan
Legal Assistant

/jsf
enc.

RP
10-27-97

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

QoS SOLUTIONS, INC.

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I
NAME

The name of the Corporation shall be QoS SOLUTIONS, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The initial principal office and mailing address of the Corporation shall be 100 Second Avenue South, Suite 1201, St. Petersburg, Florida 33701.

ARTICLE III
REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 100 Second Avenue South, Suite 1201, St. Petersburg, Florida 33701.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be MORRIS A. LeCOMPTE.

ARTICLE IV
CAPITAL STOCK

The authorized capital stock of the Corporation shall be FIVE MILLION (5,000,000) shares of common stock having a par value of \$0.01 per share.

This instrument prepared by:
Morris A. LoCompto, FLA BAR No. 0286761
LoCompto & Stephenson, P.A.
100 Second Avenue South, St. Petersburg, FL 33701
(813) 823-5000

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is:

Name

MORRIS A. LeCOMPTE

Address

LeCompte & Stephenson, P.A.
100 Second Avenue South
Suite 1201
St. Petersburg, Florida 33701

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 23rd day of October, 1997.


MORRIS A. LeCOMPTE, Incorporator

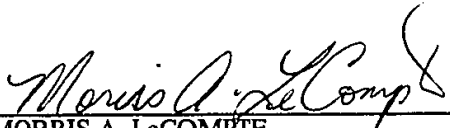
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**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: QoS SOLUTIONS, INC.
2. The name and address of the registered agent and office is:
MORRIS A. LeCOMPTE
LeCompte & Stephenson, P.A.
100 Second Avenue South
Suite 1201
St. Petersburg, Florida 33701


MORRIS A. LeCOMPTE
Incorporator

Dated this 23rd day of October, 1997.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


MORRIS A. LeCOMPTE

Dated this 23rd day of October, 1997.