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FROM DAVID P. KIRWAN TO

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10/30/97
10:00 AM

FLORIDA DIVISION OF CORPORATIONS

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((H97000018064 0))

TO: DIVISION OF CORPORATIONS
(850) 922-4001

FAX #:

FROM: DAVID P KIRWAN, PA
073437000550

ACCT#:

CONTACT: DAVID P KIRWAN

PHONE: (305) 743-0375

FAX #:

(305) 743-0384

NAME: QSC, INC.

AUDIT NUMBER.....H97000018064

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION
OF
QSC, INC.**

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is **QSC, INC.**

ARTICLE II - DURATION

The period of its duration is perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of stock having no par value.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

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

Terry Brown
855 101st Street
Marathon, FL 33050

This document prepared by:
David P. Kirwan, P.A.
P. O. Box 500067
Marathon, FL 33050-0067
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(305) 743-0375

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The principal address of this corporation is:

101375 Overseas Highway
Key Largo, FL 33037

ARTICLE VI - 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 shareholders of this corporation.

ARTICLE VII - INFORMAL ACTION OF SHAREHOLDERS

If the required majority of the shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Shareholders.

ARTICLE VIII - INCORPORATORS

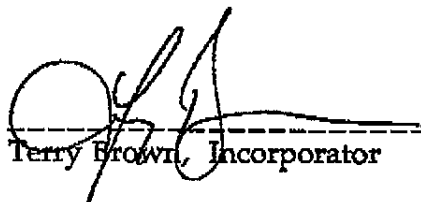
The name and address of the Incorporator signing these Articles of Incorporation is:

Terry Brown
855 101st Street
Marathon, FL 33050

ARTICLE IX - AMENDMENT OF ARTICLES

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 Incorporator has executed these Articles of Incorporation this 30th day of October, 1997.


Terry Brown, Incorporator

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Having been named as registered agent for the above-stated corporation, 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes.



Terry Brown, Registered Agent

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