

Suzanne S. Quinn

P97000097643

2268 Royal Lane
Naples, FL 34112

Phone (941) 774-5630

November 07, 1997

Florida Department of State
Division of Incorporation
409 E. Gaines Street
Tallahassee FL 32399

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-11/12/97--01078--011
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Dear Sir or Madam:

Enclosed please find the Articles of Incorporation and the appropriate filing fee for Q D C, Inc.
If any questions arise please contact me at your earliest convenience.

Sincerely,

Suzanne S. Quinn

Suzanne S. Quinn

FILED
97 NOV 12 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Done
11/17/97*

ARTICLES OF INCORPORATION

FOR

Q D C, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be Q D C, INC.

ARTICLE II - DURATION

The duration of this corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Randy L. Quinn. The street address of the initial registered office of the corporation for service of process shall be 2268 Royal Lane, Naples, Florida, 34112

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have one (1) director. The number of directors may be increased or decreased from time to time by the By-Laws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial director of the corporation are:

Suzanne Quinn
2268 Royal Lane
Naples, FL 34112

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is Suzanne S. Quinn, of 2268 Royal Lane, Naples, Florida 34112.

ARTICLE VII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 2268 Royal Lane, Naples, Florida 34112. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BY-LAWS

The initial By-Laws of the corporation shall be adopted by the Board of Directors at the organizational meeting. Thereafter, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - NO PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII - AMENDMENT OF ARTICLES


The corporation reserves the right to amend, alter, change or repeal any provision or provisions contained in these Articles of Incorporation, or any Amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above - named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of November, 1997

WITNESSES:


Daniel G. Doerr

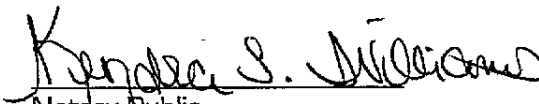

Suzanne S. Quinn, Incorporator

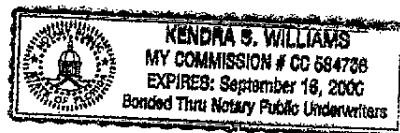

MARION RHODE

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared Suzanne S. Quinn, who after being first duly sworn, deposes and says that she has read the foregoing Articles of Incorporation and that she has executed them for the purposes of establishing the corporation set forth herein.

WITNESS my hand and seal this day of November, 1997


Notary Public



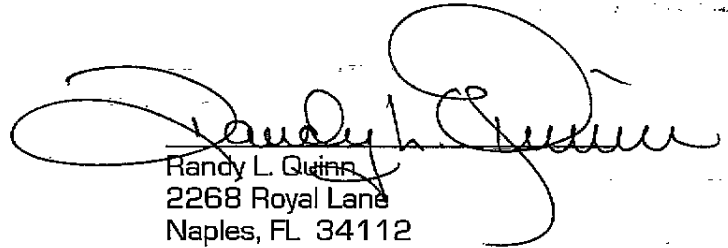
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**NOTICE OF ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

Pursuant to Section 607.304, Florida Statutes, the undersigned accepts designation as the registered agent for Q D C, INC. a Florida corporation this 7 day of November, 1997.


Randy L. Quinn
2268 Royal Lane
Naples, FL 34112