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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: QUALITY CAPITATION, INC.

AUDIT NUMBER.....H97000019208

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ARTICLES OF INCORPORATION

OF

QUALITY CAPITATION, INC.

ARTICLE I

NAME AND PRINCIPAL OFFICE/MAILING ADDRESS

The name of this Corporation is QUALITY CAPITATION, INC. and its mailing address shall be MIAMI CENTER, 10TH FLOOR, 201 S. BISCAYNE BOULEVARD, MIAMI, FLORIDA 33131.

ARTICLE II

DURATION

This Corporation is to have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common stock, One dollar (\$1.00) par value. All such shares are of one class and are common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Miami Center, 10th Floor, 201 S. Biscayne Boulevard, Miami, Florida 33131. The name of the initial registered agent of the Corporation at that address is Kenneth J. Weil.

Kenneth J. Weil, Esquire
Richman Greer Weil Brumbaugh
Mirabito & Christensen, P.A.
201 S. Biscayne Boulevard, 10th Floor
Miami, FL 33131
(305) 373-4000
Florida Bar No. 135495

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97 NOV 18 AM 7:38
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ARTICLE VI

PREFERENCES - LIMITATIONS AND RELATIVE

RIGHTS OF SHARES OF CAPITAL STOCK

No holder of any of the shares of the stock of the Corporation, whether now or hereafter authorized and issued, shall be entitled as of right to purchase or subscribe for (1) any unissued stock of any class, or (2) any additional shares of any class to be issued by reason of any increase in the authorized capital stock of the Corporation of any class, or (3) bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation, or carrying any right to purchase stock of any class, but any such unissued stock or such additional authorized issue of any stock or of other securities convertible into stock, or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this Corporation is as follows:

Kenneth J. Weil, Esquire
Miami Center, 10th Floor
201 S. Biscayne Boulevard
Miami, Florida 33131

H97000019208

H97000019208

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Kenneth J. Weil, Miami Center, 10th Floor, 201 S. Biscayne Boulevard, Miami, Florida 33131.

ARTICLE IX

SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as part of these Articles of Incorporation.

(1) The management of the business and the conduct of the affairs of the Corporation, including the election of the Chairman of the Board of Directors, if any, the President, the Treasurer, the Secretary, and other principal officers of the Corporation, shall be vested in its Board of Directors. The number and manner of election of the Board of Directors shall be determined in accordance with the By-Laws.

(2) The original By-Laws of the Corporation shall be adopted by the Incorporator.

(3) Any action properly taken by the stockholders at a meeting may be taken without a meeting if either all of the stockholders entitled to vote upon the action at any such meeting consent in writing to any such corporate action being taken or any such action is consented to and receives the affirmative vote of not less than the minimum percentage of the votes required to be cast to authorize any such action under the provisions of the Florida General Corporation Act. Prompt notice shall be given to all stockholders entitled to vote on any such action or the taking of such action without a meeting and by less than unanimous written consent.

H97000019208

H97000019208

of such action without a meeting and by less than unanimous written consent.

(4) No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at, or participates in, the meeting of the Board of Directors or a committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material fact as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by a vote sufficient for the purpose without counting the vote of the interested director or directors; or

(b) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders.

(d) Common or interested directors may be counted in determining the presence of the quorum at the meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

(5) (a) The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to

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any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or

H97000019208

settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) hereof, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) hereof, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) and (b) hereof.

Such determination shall be made by the Board of Directors, by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or, if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs it shall be made, either by independent legal counsel in a written opinion, or by the stockholders.

H97000019208

H97000019208

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in these Articles of Incorporation.

(f) The indemnification provided by these Articles of Incorporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE X

AMENDMENT

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the

H97000019208

H97000019208

time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are granted subject to the provisions of this Article X.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of November, 1997.

Kenneth J. Weil
KENNETH J. WEIL

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 18th day of November, 1997, by Kenneth J. Weil, who is personally known to me ~~or~~ produced _____ as identification.

[Signature]
Notary Public, State of Florida
Printed Name:

My Commission Expires:



8 H97000019208

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

QUALITY CAPITATION, INC.

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT DADE COUNTY, FLORIDA HAS NAMED
KENNETH J. WEIL, MIAMI CENTER (10TH FLOOR), 201 S. BISCAYNE
BOULEVARD, MIAMI 33131, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Kenneth J. Weil
KENNETH J. WEIL

DATE

November 18, 1997

TITLE

Subscriber to Articles of
Incorporation

CLERK OF DISTRICT COURT,
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS WITH THE ABOVE
NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I,
KENNETH J. WEIL, HEREBY AGREE TO ACT IN THAT CAPACITY AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Kenneth J. Weil
KENNETH J. WEIL

DATE:

November 18, 1997.

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