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Zacur & Graham, P.A.  
Attorneys and Counselors at Law

RICHARD A. ZACUR  
PETER D. GRAHAM\*  
KEVIN J. MALLER  
\* BOARD CERTIFIED  
REAL ESTATE ATTORNEY

5200 CENTRAL AVE.  
POST OFFICE BOX 14409  
ST. PETERSBURG, FLORIDA 33733  
TELEPHONE 813-328-1000  
FAX 813-323-7519

OF COUNSEL  
~~WILLIAM H. FLEECE\*\*~~  
\*\* COURT CERTIFIED MEDIATOR AND  
ARBITRATOR (FEDERAL AND STATE)

December 4, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

200002365122--5  
-12/08/97--01028--001  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Qualitycar, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and one (1) copy for the above-referenced corporation.

Please file the enclosed Articles and return a certified copy to me. I have enclosed my check in the amount of \$122.50 to cover the filing fee and certified copy fee.

I have also enclosed a stamped, self-addressed envelope for your convenience in return.

Thank you for your assistance.

Yours truly,

ZACUR & GRAHAM, P.A.

Richard A. Zacur

SIGNED IN HIS ABSENCE  
TO AVOID DELAY

Richard A. Zacur, Esquire

RAZ/dw

Enclosures

97 DEC -8 AM 10:21  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

12-9-97  
WS

ARTICLES OF INCORPORATION

OF

QUALITYCAR, INC.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -8 AM 10:21

The undersigned subscriber, a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the corporation shall be QUALITYCAR, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITOL STOCK

The total number of shares of stock which the corporation shall have to issue is 5,000 shares, which shall be divided into 5,000 shares of common stock with par value of \$.10 per share.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall have perpetual existence, unless dissolved in a manner provided by law.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND PRINCIPAL OFFICE OF CORPORATION

The address of the initial registered office of this corporation is 5200 Central Avenue, St. Petersburg, Florida, and the name of the initial registered agent of this corporation at that address is Richard A. Zacur. The principal office address of the corporation shall be 18691 S.W. 109th Place, Dunnellen, Florida 34432.

## ARTICLE VI

### DIRECTORS

The names and post offices of the original directors, subject to the provisions of the certificate of incorporation, bylaws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successor are elected and have qualified, are as follows:

Gary Stevenson  
18691 S.W. 109th Place  
Dunnellen, Florida 34432

The corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than One nor more than Seven.

## ARTICLE VII

### ORIGINAL SUBSCRIBERS AND INCORPORATORS

The names and addresses of the original subscribers and incorporators are:

Gary Stevenson  
18691 S.W. 109th Place  
Dunnellen, Florida 34432

#### ARTICLE VII

##### REGISTERED AGENT

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

That QUALITYCAR, INC., desiring to organize under the Laws of the State of Florida, with its registered office as indicated in these Articles of Incorporation, in the City of St. Petersburg, County of Pinellas, State of Florida, has named Richard A. Zacur of Zacur & Graham, P.A., 5200 Central Avenue, St. Petersburg, Florida 33707, as its registered agent to accept service of process within this state.

#### ARTICLE IX

##### MISCELLANEOUS

A. The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of shares of stock shall be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

B. The power to make or change the bylaws of and for the corporation shall be vested solely in the holders of the common stock and it shall take action by holders of all of the stock

issued and outstanding to change them.

C. This corporation shall begin corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators, have hereunto set his hand and seal this 30<sup>th</sup> day of December, 1997, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Signed, sealed and delivered  
in the presence of:

[Signature]  
Witness  
Torahia Graham  
Witness

Gary Stevenson  
Gary Stevenson

STATE OF FLORIDA

COUNTY OF PINELLAS

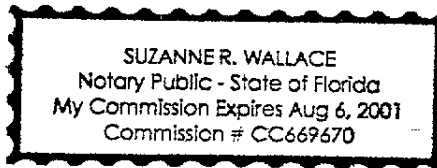
The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of December, 1997, by Gary Stevenson, who is personally known to me or who has produced Texas DRIVER'S License as identification and who did take an oath and depose and say that they executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 30<sup>th</sup> day of December, 1997.

[Signature]  
Notary Public

SUZANNE R. WALLACE  
Notary Name Typed/Printed

My Commission Expires;



REGISTERED AGENT ACKNOWLEDGEMENT

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

  
\_\_\_\_\_  
Richard A. Zacur, Esquire  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -8 AM 10:22