

P97000106907



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 643702 80360A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 AM 8:47

ORDER DATE : December 19, 1997

ORDER TIME : 3:24 PM

ORDER NO. : 643702-005

CUSTOMER NO: 80360A

400002378294--5

CUSTOMER: J. Michael Lindell, Esq
HAYES & LINDELL PA

Suite 620 Blackstone Building
233 East Bay Street
Jacksonville, FL 32202

DOMESTIC FILING

NAME: QUALITECH SYSTEMS OF SOUTH
FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

JP
12/22/97

RECEIVED
97 DEC 19 PM 4:10
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JACKSONVILLE, FLORIDA

EFFECTIVE DATE

01/01/98

ARTICLES OF INCORPORATION

OF

QUALITECH SYSTEMS OF SOUTH FLORIDA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 19 AM 8:47

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is Qualitech Systems of South Florida, Inc. The corporation's initial principal office and mailing address are located at 211 S. Roscoe Boulevard, Ponte Vedra, Florida 32082.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on January 1, 1998.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 233 East Bay Street, Suite 620, Jacksonville, Florida, 32202, and the name of the initial registered agent of this corporation is J. Michael Lindell, Esquire. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Director of this corporation is as follows:

NAME

ADDRESS

John F. Gillespie, Jr.

211 S. Roscoe Boulevard
Ponte Vedra FL 32082

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

NAME

ADDRESS

J. Michael Lindell

233 East Bay Street, Suite 620
Jacksonville FL 32202

ARTICLE VIII

AMENDMENTS

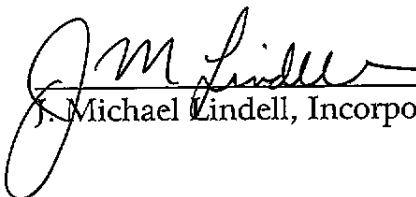
These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

PRE-EMPTIVE RIGHTS

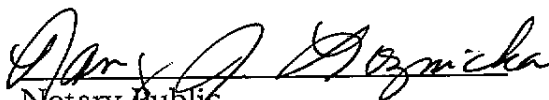
No pre-emptive rights shall attach to any shares of stock of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 18 day of December, 1997.

 (SEAL)
J. Michael Lindell, Incorporator

STATE OF FLORIDA }
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this the 18 day of December, 1997, by J. Michael Lindell, who is personally known to me and who did take an oath.


Notary Public
My Commission Expires: _____



NANCY J. LOZNICKA
MY COMMISSION # CC473056 EXPIRES
June 15, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

(Typed, Stamped or Printed)

Serial Number (if any)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 18 AM 8:47

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, Qualitech Systems of South Florida, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 211 S. Roscoe Boulevard, Ponte Vedra, Florida 32082, has designated J. Michael Lindell, Esquire, as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 233 East Bay Street, Suite 620, Jacksonville, Florida 32202.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Qualitech Systems of South Florida, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 233 East Bay Street, Suite 620, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 18 day of December, 1997.



J. Michael Lindell, as Registered Agent