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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

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CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)561-1025

FAX #:

NAME: U.S.A. QUALITY PERFORMANCE, INC. AUDIT NUMBER.....H98000002526 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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ARTICLES OF INCORPORATION
OF
U.S.A. QUALITY PERFORMANCE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be U.S.A QUALITY PERFORMANCE, INC. ("Corporation").

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 2001 S.W. Palm Avenue, Miramar, FL 33025.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Frederic M. Barthe, 888 S.E. 3rd Avenue, suite 400, Ft. Lauderdale, FL 33316.

Prepared by:
FREDERIC M. BARTHE, ESQ.
Florida Bar No.: 959456
888 S.E. 3rd Avenue, Suite 400
Ft. Lauderdale, FL 33316
Tel.: (954) 524-6666
Fax : (954) 524-6665

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ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Frederic M. Barthe, Esq., 888 S.E. 3rd Avenue, Suite 400, Ft. Lauderdale, FL 33316.

ARTICLE VII DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial Director and President is: Shawn Denver, 2001 S.W. Palm Avenue, Miramar, FL 33025.

The undersigned has executed these Articles of Incorporation this 4th day of February, 1998.



Frederic M. Barthe, Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for U.S.A QUALITY PERFORMANCE, INC., at the my address designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: February 4, 1998.



FREDERIC M. BARTHE
Registered Agent

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