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LAW OFFICES
RICE ROSE & SNELL
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

www.ricerosesnell.com

MAIN OFFICE

20 NORTH HALIFAX AVENUE
DAYTONA BEACH, FL 32118
TELEPHONE (904) 257-1222
FAX (904) 258-9694

MAILING ADDRESS
POST OFFICE BOX 2599
DAYTONA BEACH, FL 32115

FLAGLER OFFICE

1 FLORIDA PARK DRIVE SOUTH
SUITE 301
PALM COAST, FL 32137
TELEPHONE (904) 445-9007

PAUL E. RICE, JR.
JAMES L. ROSE
GREGORY D. SNELL
BYRON R. CORNWELL

February 12, 1998

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*****70.00 *****70.00

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

RE: Product Quest International, Inc.

Gentlemen:

Enclosed you will find the Articles of Incorporation regarding the above corporation. Please file the same and forward confirmation to this office.

Also enclosed is a check for \$70.00 to cover the following costs and fees:

Filing Fee	35.00
Registered Agent	<u>35.00</u>
	\$70.00

Thank you for your assistance in this matter.

Sincerely,

James L. Rose/bjr
James L. Rose

JLR/bjr
Encs.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 16 AM 10:36

2-17-98
425

ARTICLES OF INCORPORATION
OF
PRODUCT QUEST INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 16 AM 10:36

The undersigned subscribers, each a natural person competent to contract, hereby form a corporation under the laws of the State of Florida, and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be Product Quest International, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The initial principal place of business of this corporation in the State of Florida shall be 324 LPGA Blvd., Holly Hill, FL 32117. The Board of Directors from time to time may move the principal office to any other address in Florida.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the laws of Florida;
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 100 shares, having a par value of \$1.00 per share.

ARTICLE V - REGISTERED AGENT

The name of the initial registered agent of the corporation shall be John Regan. The street address of the initial registered office shall be 324 LPGA Blvd., Holly Hill, FL 32117.

ARTICLE VI - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$100.00.

ARTICLE VII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII - DIRECTORS

This corporation shall initially have one Director. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
John Regan	324 LPGA Blvd. Holly Hill, FL 32117
Pawel Bodytko	324 LPGA Blvd. Holly Hill, FL 32117
William Ellison	324 LPGA Blvd. Holly Hill, FL 32117
Jack Kindregan	324 LPGA Blvd. Holly Hill, FL 32117
Jack Manheimer	324 LPGA Blvd. Holly Hill, FL 32117

ARTICLE IX - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
John Regan	324 LPGA Blvd. Holly Hill, FL 32117

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI - PRE-EMPTIVE RIGHTS

Every stockholder, upon the sale for cash or any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others; which price, in the case of par value shares, may be in excess of par.

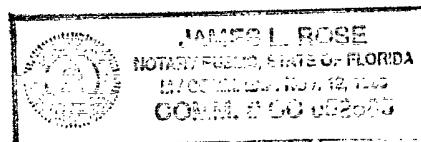
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of January, 1998.

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 23 day of January, 1998 by JOHN REGAN, who is personally known to me or who has produced _____ as identification and who did take an oath.

Notary Public, State of Florida

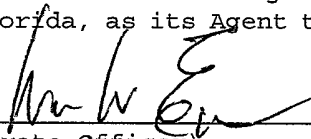
Printed Notary Signature
At Large



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:

That Product Quest International, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Holly Hill, State of Florida, has named John Regan, located at 324 LPGA Blvd., City of Holly Hill, State of Florida, as its Agent to accept service of process within Florida.

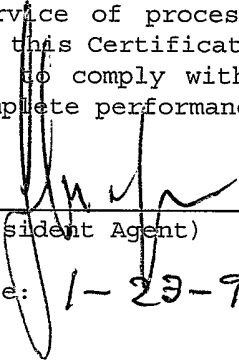


(Corporate Officer)

Title: VICE PRESIDENT

Date: 1-23-98

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.



(Resident Agent)

Date: 1-23-98

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