

P98000036895

April 15, 1998

To Whom It May Concern:

If there are any questions concerning the filing of these Articles of Incorporation, please feel free to contact Mr. James Strong at 904-761-7855. The signature below authorizes you to act upon his direction in this matter.

Please mail the Articles of Incorporation to:

Quality Financial Services Inc.

5560 So Nova Road

Daytona Beach, FL 32127

  
Michael Rutherford

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-04/22/98-01062--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
98 APR 22 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(5)

P. Hall APR 23 1998

ARTICLES OF INCORPORATION OF  
Rutherford Enterprises Inc.

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TALLAHASSEE, FLORIDA

ARTICLE I = NAME

The Name of this Corporation is Rutherford Enterprises Inc.

ARTICLE II = DURATION

This corporation shall have perpetual existence commencing on the date of filing with the Secretary of State of Florida.

ARTICLE III = PURPOSE

This corporation is organized for transacting all lawful business.

ARTICLE IV = CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar par value common stock.

ARTICLE V = INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of this corporation is  
P O Box 856 Flagler Beach FL 32136-0856

The initial registered agent is Michael Rutherford  
whose physical address is 607 N A1A Flagler Beach FL 32136  
The Corporation registered address is:  
P O Box 856 Flagler Beach FL 32136-0856

ARTICLE VI = INITIAL BOARD OF DIRECTORS

This corporation shall have no Directors.

ARTICLE VII = INCORPORATORS

The name and address of the person signing these articles of  
Incorporation is Michael Rutherford  
P O Box 856 Flagler Beach FL 32136-0856

ARTICLE VIII = MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of,  
and the business and affairs of this corporation shall be managed under  
the direction of the majority of shareholders of this corporation.  
Each shareholder shall be entitled to one vote in person, or by proxy,  
for each share of voting stock held. A majority of the outstanding  
shares of the corporation entitled to vote, represented in person, or  
by proxy, shall constitute a quorum at any meeting of the shareholders  
for the management of the business of the corporation.

ARTICLE IX = POWERS

This corporation shall have all of the corporate powers enumerated in  
the Florida General Corporation Act.

ARTICLE X = INDEMNIFICATION

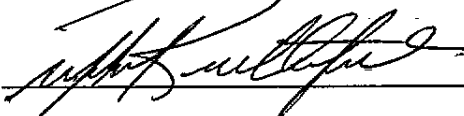
The corporation shall indemnify any officer or any former officer to  
the full extent permitted by law.

ARTICLE XI = AMENDMENT

The corporation reserves the right to amend or repeal any provisions  
contained in these Articles Of Incorporation, and any right conferred  
upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these

Articles of Incorporation on this date: April 15, 1998

  
Michael Rutherford

STATE OF FLORIDA )

COUNTY OF VOLUSIA )

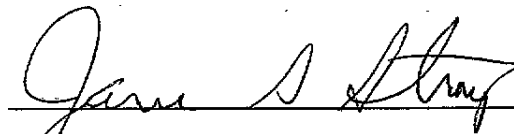


James S Strong  
My Commission CC607184  
Expires February 9, 2001

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared

Michael Rutherford known by me to be the person who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed those Articles of Incorporation.

In witness whereof, I have hereunto set my hand and seal in the State and County last aforesaid, this date: April 15, 1998

  
Notary Public, State of Florida At Large:

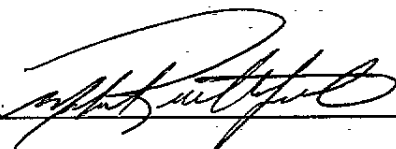
My Commission Expires: Feb 9, 2001

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED: FIRST -- Rutherford Enterprises Inc.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF Flagler Beach  
STATE OF FLORIDA HAS NAMED Michael Rutherford  
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. HAVING BEEN  
NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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.

SIGNATURE



REGISTERED AGENT: Michael Rutherford

DATE: April 15, 1998

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TALLAHASSEE, FLORIDA