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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: QUALITY FORMATION CORP.

AUDIT NUMBER.....H98000008026

DOC TYPE.....FLORIDA PROFIT CORPORATION OR F.A.

CERT. OF STATUS..0

PAGES..... 1

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98 APR 28 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/29/98

H98-8026 ARTICLES OF INCORPORATION

FILED

Article 1: Name of Corporation: QUALITY FORMATION CORP.

98 APR 28 AM 7:58

Address of Corporation: 913 NORMANDY DRIVE

MIAMI BEACH, FLORIDA 33141

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

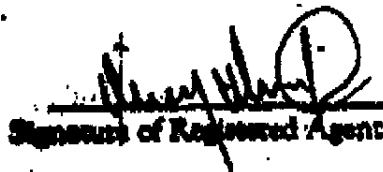
Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 500,000, with a par value of \$1.00.
(PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: RICHARD WASERSTEIN

REGISTERED OFFICE: 913 NORMANDY DRIVE

MIAMI BEACH, FLORIDA 33141

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.


Signature of Registered Agent

04 / 27 / 98

Date

Article 4: The Board of Directors are: (BOARD of DIRECTORS is not required).
First listed is President, second is Vice President, then Secretary/Treasurer.

1. RICHARD WASERSTEIN

2. 913 NORMANDY DRIVE

3. MIAMI BEACH, FLORIDA 33141

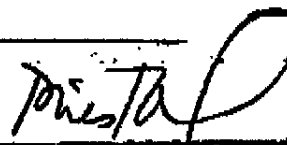
Article 5: The NAME and ADDRESS of the INCORPORATOR is:

BORIS ROSEN

25 SOUTH EAST SECOND AVENUE

MIAMI, FLORIDA 33131

In witness whereof, I have subscribed my name:


Signature of Incorporator

Prepared by:
Ace Industries, Inc.
54 NW 11th Street
Miami, FL 33136
(305) 358-2571

H98-8026