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Network Accounting Services, Inc.

8800 - 133rd Avenue North, Suite 16
Largo, Florida 33773
(813) 536-2088

P98000063784

TRANSMITTAL LETTER

July 9, 1998

800002586498-6
-07/13/98-01034-020
****122.50 ****122.50

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: **QUALITY SERVICES AND PRODUCTS, INC.**

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the articles of incorporation and a check for \$122.50 with regard to the above.

Please contact this office with any questions you may have.

Very truly yours,
NETWORK ACCOUNTING SERVICES, INC.

Donna S. Tavares

Donna S. Tavares

DST/
Enclosures

98 JUL 21 AM 8:58

RP
07-21-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 15, 1998

NETWORK ACCOUNTING SERVICES, INC.
8800 133RD AVENUE NORTH SUITE 10
LARGO, FL 33773

SUBJECT: QUALITY SERVICES, INC.
Ref. Number: W98000016038

We have received your document for QUALITY SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 998A00037603

**ARTICLES OF INCORPORATION
OF**

QUALITY SERVICES AND PRODUCTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 21 AM 8:58

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

ARTICLE I: NAME

The name of the corporation shall be:

QUALITY SERVICES AND PRODUCTS, INC..

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*11767 112TH AVENUE NORTH
LARGO, FL 33778*

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have at any one time is:

100

to be issued as follows:

*JAMES W FISH: 50 SHARES
HARVEY T. O'STEEN: 50 SHARES*

ARTICLE IV: OFFICERS

The officers of said corporation shall be as follows:

JAMES W. FISH: PRESIDENT AND TREASURER
HARVEY T. O'STEEN: VICE PRESIDENT AND SECRETARY

ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

HARVEY T. O'STEEN
11767 112TH AVENUE NORTH
LARGO, FL 33778

ARTICLE VI: INCORPORATOR(S)

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

HARVEY T. O'STEEN
11767 112TH AVENUE NORTH
LARGO, FL 33778

CORRECT SPELLING: *HARVEY T. O'STEEN*

The undersigned incorporator has executed these Articles of Incorporation this 17th
day of July, 19 98.


Signature

ARTICLES OF INCORPORATION

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

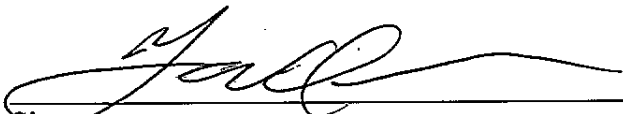
1. The name of the corporation is:

QUALITY SERVICES AND PRODUCTS, INC.

2. The name and address of the registered agent and office is:

**HARVEY T. O'STEEN
11767 112TH AVENUE NORTH
LARGO, FL 33778**

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 21 AM 8:58