

JOHNSON, BLAKELY, POPE, BOKOR, RUPPEL & BURNS, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

E. D. ARMSTRONG III  
JOHN T. BLAKELY  
BRUCE H. BOKOR  
GUY M. BURNS  
JONATHAN S. COLEMAN  
MICHAEL T. CRONIN  
ELIZABETH J. DANIELS  
MARION HALE

JAMES W. HUMANN  
SCOTT C. ILGENFRITZ  
FRANK R. JAKES  
TIMOTHY A. JOHNSON, JR.  
SHARON E. KRICK  
ROGER A. LARSON  
JOHN R. LAWSON, JR.\*  
MICHAEL G. LITTLE

MICHAEL C. MARKHAM  
STEPHANIE T. MARQUARDT  
DAVID J. OTTINGER  
F. WALLACE POPE, JR.  
DARRYL R. RICHARDS  
PETER A. RIVELLINI  
DENNIS G. RUPPEL\*  
CHARLES A. SAMARKOS

JOHN A. SCHAEFER  
PHILIP M. SHASTEEN  
CHARLES M. TATELBAUM  
JOAN M. VECCHIOLI  
AMBER WILLIAMS  
JULIUS J. ZSCHAU

\*OF COUNSEL  
PLEASE REPLY TO TAMPA

FILE NO. 38812.97735

P98000065112

July 21, 1998

Florida Dept. of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Quaker South Corp.

900002595349--9  
-07/22/98--01055--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Enclosed for filing are the original Articles of Incorporation for Quaker South Corp., the Certificate designating the Registered Agent, and our firm check in the amount of \$70.00 for the filing fees. The fees include \$35.00 for filing of the Articles of Incorporation and \$35.00 for filing the Registered Agent form.

Please return all correspondence concerning this matter to the following:

Philip M. Shasteen, Esq.  
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.  
100 North Tampa Street, Suite 1800  
Tampa, FL 33602

Please call me if you have any questions. Thank you.

Very truly yours,

*Linda M. Werner*  
Linda M. Werner  
Legal Assistant

encls  
0027247.01

CLEARWATER OFFICE  
911 CHESTNUT STREET  
POST OFFICE BOX 1368  
CLEARWATER, FLORIDA 33757-1368  
TELEPHONE: (813) 461-1818  
TELECOPIER (813) 441-8617

TAMPA OFFICE  
100 NORTH TAMPA STREET  
SUITE 1800  
POST OFFICE BOX 1100 (ZIP 33601-1100)  
TAMPA, FLORIDA 33602-5145  
TELEPHONE (813) 225-2500  
TELECOPIER (813) 225-1837  
PHLS@TAMPAJBPFIRM.COM

NAPLES OFFICE  
975 SIXTH AVE. S  
POST OFFICE BOX 1368  
NAPLES, FLORIDA 34102  
TELEPHONE (941) 435-0035  
TELECOPIER: (941) 435-9992

FILED  
JUL 22 AM 9:25  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*CPB  
7-24-98  
H*

**ARTICLES OF INCORPORATION**

of

**QUAKER SOUTH CORP.**

**FILED**  
98 JUL 22 AM 9:25  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND MAILING ADDRESS**

The name of this corporation is Quaker South Corp. and the mailing address of this corporation is 100 North Tampa Street, Suite 1800, Tampa, Florida 33602.

**ARTICLE II - DURATION; EFFECTIVE DATE**

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue one Hundred (100) Shares of common stock, which shall be designated as "Common Shares," having a par value of \$.01 per share.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 100 North Tampa Street, Suite 1800, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Philip M. Shasteen.

**ARTICLE V - BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of not less than three directors.

**ARTICLE VI - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Philip M. Shasteen, 100 North Tampa Street, Suite 1800, Tampa, Florida 33602.

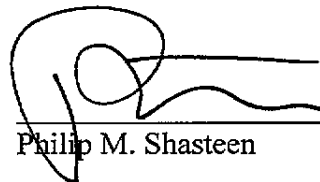
#### **ARTICLE VII - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

#### **ARTICLE VIII - AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of July, 1998.



Philip M. Shasteen

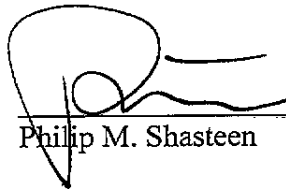
INCORPORATOR

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Florida Statutes Section 48.091, Quaker South Corp. desiring to organize under the laws of the State of Florida, hereby designates Philip M. Shasteen, 100 North Tampa Street, Suite 1800, Tampa, Florida 33602, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statutes Section 48.091(2) relative to maintaining an office for the service of process.

  
Philip M. Shasteen

0027212.01

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