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July 29, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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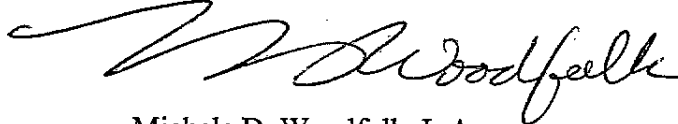
Re: *Articles of Incorporation for TQ Franchising, Inc.*

Dear Sir/Madam:

Enclosed for filing please find one original and one copy of the Articles of Incorporation for TQ Franchising, Inc. together with the executed Consent to Serve as Registered Agent as well as a check in the amount of \$70 representing the applicable filing fees.

If you have any questions or comments regarding this filing, please contact the undersigned.

Very truly yours,



Michele D. Woodfolk, L.A.

Enclosures

FILED
98 JUL 30 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-8/14/98

**ARTICLES OF INCORPORATION
OF
TQ FRANCHISING, INC.**

FILED
98 JUL 30 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby acts to form a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME: The name of this corporation shall be **TQ FRANCHISING, INC.**

ARTICLE II - PRINCIPAL OFFICE: The street address of the initial principle office of this corporation shall be 5002 South MacDill Avenue, Tampa, Florida 33611.

ARTICLE III - SHARES - The number of shares of stock that this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares with no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS: The name and Florida street address of the initial registered agent are Jonathan S. Agri, 5002 South MacDill Avenue, Tampa, Florida 33611.

ARTICLE V - INCORPORATOR: The name and address of the sole incorporator to these Articles of Incorporation is:

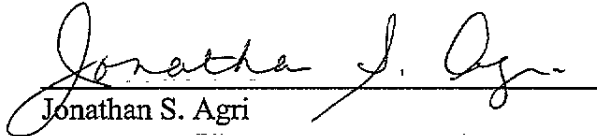
<u>Name</u>	<u>Street Address</u>
Michele D. Woodfolk	Katten Muchin & Zavis 1025 Thomas Jefferson Street, N.W. East Lobby, Suite 700 Washington, D.C. 20007

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 29th day of July, 1998 and acknowledge the same to be my act.


Michele D. Woodfolk

CONSENT TO SERVE AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for **TQ FRANCHISING, INC.** at 5002 South MacDill Avenue, Tampa, Florida 33611, Jonathan S. Agri hereby accepts the appointment as registered agent and agrees to act in this capacity. Jonathan S. Agri further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and Jonathan S. Agri is familiar with and accepts the obligations of his position as registered agent.


Jonathan S. Agri

FILED
98 JUL 30 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA