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DIVISION OF CORPORATIONS
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AHR, KAREN
- 225 S. Westmonte Dr.
Suite 3000 - #
- Altamonte, Springs, FL
32714

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NEW FILINGS	
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

D. BROWN SEP 1 8 1998

Examiner's Initials

**ARTICLES OF INCORPORATION OF
QUALKA, INC.**

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These Articles of Incorporation are executed and acknowledged by the undersigned incorporator for the purpose of organizing a corporation for profit under the Florida General Corporation Act and sets forth that:

ARTICLE I

Name

The name of the corporation is Qualka, Inc. The mailing address of Qualka, Inc. is 805 Douglas Avenue, Suite 159, Altamonte Springs, FL 32714.

ARTICLE II

Purpose

The general purpose or purposes for which this corporation is organized is to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III

Capital

The aggregate number of shares which this corporation has authority to issue is 10,000 shares of capital stock of the par value of \$1.00 each, all of which shall have the same rights and privileges.

Each share of capital stock shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, but such consideration shall have a value not less than par value of such shares. They may be paid for in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

ARTICLE IV

Registered Office

The street address of the initial registered office of Qualka, Inc. is 805 Douglas Avenue, Suite 159, Altamonte Springs, Florida 32714, and the name of the registered agent of Qualka, Inc. is Scott Meyer, 1470 Clearwater Court, Heathrow, Florida 32746.

Meetings of the shareholders and directors of the corporation may be held at places within or without the state of Florida and the place or places for the holding of such meetings may be specified in the By-Laws or in the notice of the meeting.

ARTICLE V

Board of Directors

The exact number of directors shall be fixed, and may be increased or decreased from time to time, in the manner provided for in the By-Laws. No such decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting of the shareholders and until the election and qualification of his successor or until the earlier resignation, death, or removal from office.

All corporate powers shall be exercised by or under the authority of the Board of Directors. The business and affairs of the corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall elect the officers of the corporation, who shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers and assistant officers as the Board of directors may deem necessary, and it shall determine their compensation. All such officers and assistant officers shall have such rank, tenure, or office powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

ARTICLE VI

First Board of Directors

The first Board of Directors shall consist of one (1) member whose name and address is Scott Meyer, 1470 Clearwater Court, Heathrow, Florida 32746.

ARTICLE VII

Incorporator

The name and address of the Incorporator is Scott Meyer, 1470 Clearwater Court, Heathrow, Florida 32746.

ARTICLE VIII

Indemnification

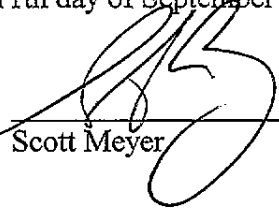
The corporation shall indemnify every person who is serving or has served as a director, officer, employee, or agent of the corporation, or at the request of any other corporation, partnership, joint venture, trust, or other enterprise in the manner and to the full extent permitted by the Florida General Corporation Act, subject to the limitations and

conditions of such indemnification set forth therein, which indemnification shall not affect other rights to which such person may be entitled.

ARTICLE IX
Preemptive Rights

Shareholders of the Corporation shall not have preemptive rights.

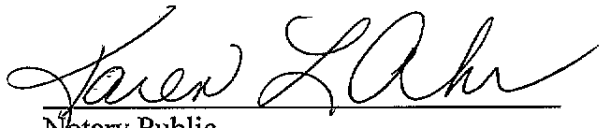
WITNESS WHEREOF my signature this 11th day of September 1998.



Scott Meyer

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 11th day of September 1998.



Notary Public
State of Florida
My Commission Expires:



KAREN LAHR
My Commission CC441328
Expires Feb 23 1999
Bonded by ANB
800-852-5878

ACCEPTANCE AS APPOINTMENT AS REGISTERED AGENT

The undersigned, Scott Meyer of 1470 Clearwater Court, Heathrow, Florida 32746 hereby accepts his appointment as Registered Agent for Qualka, Inc., and is familiar with and accepts the obligations provided for in S607.325, of the State of Florida Statutes.

Scott Meyer

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