

P98000088359

Claude R. Walker, Esq.

Hey. Guilday + Tucker

Requestor's Name

106 E. College - #900

Address

FL 32301 224-7091

City/State/Zip

Phone #

(Julie)

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Quality Media Communications, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

Walk in

Pick up time _____

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Mail out

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Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <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 |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

QUALITY MEDIA COMMUNICATIONS, INC.

THE UNDERSIGNED, for the purpose of beginning a Corporation under the laws of the State of Florida, Chapter 607, General Corporation Act, providing for the formation, liabilities, rights, privileges and immunities of a Corporation for profit generally and hereby makes, subscribes, acknowledges and files these Articles for the purpose of becoming a Corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of this Corporation shall be QUALITY MEDIA COMMUNICATIONS, INC.

The address shall be 2769 Capital Circle, N.E., Tallahassee, Florida 32308.

ARTICLE II

General Nature of Business

The general nature of the business to be transacted by this Corporation shall be:

- (1) To engage in the business of computer consulting.
- (2) To purchase, to receive by way of gift, subscribe for invest in, and in all other ways, import, lease, possess, maintain handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, use, operate, manage, perform, conduct, make, borrow, guarantee, contract in respect of, trade, and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike

any of the foregoing) deal in and with property of every kind and character, real, personal, or mixed, tangible, intangible wherever situated, and however held, including but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every kind of character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, privileges granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(3) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee factor or otherwise, either alone or in company with others.

(4) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation and to guarantee contracts and other obligations.

(5) To let concessions to others to do any of the things that this corporation is empowered to do and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(6) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things specified in the Florida Statutes and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may

at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be constructed as a statement of both purposes and powers, shall be liberally constructed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be constructed distributively as each object expressed, and the enumeration as to specific powers, shall not be constructed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE III

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the Corporation shall be 7,500 shares having a par value of One (\$1.00) Dollar per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid in money or in property (other than stock and securities) at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and shall be nonassessable.

(b) In the election of directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) The holders of the stock of a Corporation shall not have the preemptive right to subscribe for and purchase any proportionate share of any additional stock issued by the corporation from and after issuance of the shares originally subscribed for by the shareholders of this Corporation, whether such additional shares

be issued for cash or property, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

(d) No shareholder shall enter into a voting trust agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

ARTICLE IV

Restraint On Alienation Of Shares

The shareholders of this Corporation shall have the power to include in the By-Laws of this Corporation or in a separate agreement among the shareholders and/or the Corporation, any regulatory or restrictive provisions regarding proposed sale, transfer, or other disposition of any of the outstanding shares of stock of this Corporation by any of its shareholders, or in the event of the death, disability or retirement of any of its shareholders, provided such provisions are adopted by a three-fourths (3/4) majority of the shareholders. The manner and form, as well as relevant terms, conditions and details hereof, shall be determined by the shareholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing ownership of said stock.

ARTICLE V

Dividends

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation. Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE VI

Shareholders' Action

Any action permitted or required to be taken by the shareholders of this Corporation may be taken at a meeting of the shareholders duly called as provided by law or without a meeting if consent in writing, setting

forth the action taken, shall be signed by all persons who should be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as a part of corporate records. Such consent shall have the same force and effect as unanimous vote of the shareholders, and may be stated as such in any certificate or document.

ARTICLE VII

Capital to Begin Business

The amount of capital with which this Corporation will begin business will be a minimum of Five Hundred (\$500.00) Dollars.

ARTICLE VIII

Reduction in Stated Capital

The stated capital of this Corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by an action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE IX

Board of Directors

The number of directors of this Corporation shall not be less than one. From time to time, the number of directors may be increased or diminished by resolutions adopted by the shareholders, but shall never be less than one. Subject to the By-Laws of the Corporation, meetings of the directors may be held within or without the State of Florida.

ARTICLE X

First Board of Directors

The name and street address of the members of the first Board of Directors of this Corporation, who, subject to these Articles of Incorporation, the By-Laws of this Corporation and the laws of the State of Florida,

shall hold office for the first year of existence of this Corporation, or until an election is held by the shareholders for the election of a permanent director or until his successor or successors have been duly elected and qualified is:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Jill S. Foster | 2769 Capital Circle, N.E., Tallahassee, FL 32308 |
| Wesley E. Foster | 2769 Capital Circle, N.E., Tallahassee, FL 32308 |

ARTICLE XI

Management

The business of the Corporation shall be managed by its Board of Directors.

ARTICLE XII

Removal of Directors

Any director of the Corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a director.

ARTICLE XIII

Directors Compensation

The shareholders of this Corporation shall have the exclusive authority to fix the compensation of the directors of this Corporation.

ARTICLE XIV

Directors' Action

Any action permitted or required to be taken by the directors of this Corporation may be taken at a meeting of the directors duly called as provided by law or without a meeting if written consent to the action in

question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

ARTICLE XV

Additional Provisions

In furtherance and not in limitation of the powers conferred by the Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of this Corporation: (a) The Board of Directors, from time to time, shall determine whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of this Corporation or any of them, shall be opened to the inspection of the shareholders, and no shareholder shall have any right to inspect any account or document of the Corporation, except as conferred by Statute or authorized by Board of Directors; (b) The Board of Directors may prescribe a method or methods for replacement of lost certificates and may prescribe reasonable conditions by way of security upon the issue of new certificates herefor; (c) The officers of this Corporation shall be a President, Treasurer, and Secretary, and such other officers, agents and factors as may be deemed necessary, shall be chosen in such manner and hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

ARTICLE XVI

General Powers

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation.

(b) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) restricted stock option plan, (6) medical reimbursement plan, (7) insurance programs, or (8) other fringe benefit or incentive compensation plans.

ARTICLE XVII

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

ARTICLE XVIII

Initial Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the State of Florida is 106 E. College Avenue, Suite 900, Tallahassee, FL 32301.

The registered agent of the Corporation at the registered office of the Corporation is CLAUDE R. WALKER.

ARTICLE XIX

Existence of Corporation

This Corporation shall commence business upon the filing of these Articles with the Secretary of State of Florida and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE XX

Subscribers

The name and post office address of the Subscribers to these Articles of Incorporation are as follows:

Name


Address

Jill S. Foster

2769 Capital Circle, N.E., Tallahassee, FL 32308

IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his/her hand and seal this

12 day of October, 1998.




JILL S. FOSTER

STATE OF FLORIDA

COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared JILL S. FOSTER who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation and she freely and voluntarily acknowledged before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal at the County and State aforesaid said this 12 day of October, 1998.



Notary Public

My Commission Expires:

3-24-02



Kelley M. Causseaux
MY COMMISSION # CC698356 EXPIRES
March 24, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

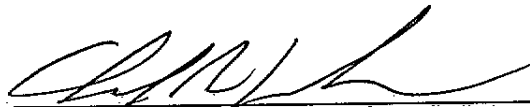
ACCEPTANCE AS REGISTERED AGENT OF CORPORATION

STATE OF FLORIDA

COUNTY OF LEON

I CERTIFY that I am a permanent resident of Leon County, Florida, whose place of residence is 106 E. College Avenue, Suite 900, Tallahassee, Florida 32301.

I HEREBY accept the foregoing designation as Resident Agent for the corporation of **QUALITY MEDIA COMMUNICATIONS, INC.**



CLAUDE R. WALKER