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Patrick J. Faucheux
Nancy L. Jones



November 19, 1998

Corporate Records Bureau
Division of Corporation
Department of State
P.O. Box 6327
Tallahassee, FL 32301

700002694317--8
-11/23/98--01132--020
*****70.00 *****70.00

RE: QC MANAGEMENT SERVICES, INC.

Dear Sir or Madam:

Enclosed are original Articles of Incorporation for the new corporation referenced above, together with my check in the amount of \$70.00 for the filing fee. Also enclosed herewith is an original Certificate Designating Place of Business, and an Acceptance of Designation as Registered Agent.

I respectfully request that you file these Articles of Incorporation and return proof of filing to me.

Very truly yours,

Patrick J. Faucheux

PJF/twr
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 23 AM 10:48

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
of
QC MANAGEMENT SERVICES, INC.**

The undersigned, for purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE: NAME

The name of the corporation is QC MANAGEMENT SERVICES, INC.

ARTICLE TWO: CORPORATE DURATION

The duration of the corporation is perpetual and shall commence upon filing.

ARTICLE THREE: PURPOSE OR PURPOSE

The general purpose for which the corporation is organized are:

1. Engage in the business of management of rental property.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors or the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR: CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE: REGISTERED AGENT

The street address of the initial registered office of the corporation is 241 Southwood Drive, Panama City, FL 32405, and the name of its initial registered agent at such address, is Pam Jacobs.

ARTICLE SIX: DIRECTORS

The number of directors constituting the initial board of directors of the corporation is tow. The name and address of each person who is to serve as a member of the initial board of directors is:

Victor R. Houston
2115 Honeysuckle Drive
Panama City, FL 32404

Kathy Houston
2115 Honeysuckle Drive
Panama City, FL 32404

ARTICLE SEVEN: INCORPORATORS

The name and address of each incorporator is:

Victor R. Houston
2115 Honeysuckle Drive
Panama City, FL 32404

EXECUTED by the undersigned at Panama City, Bay County, Florida, on the

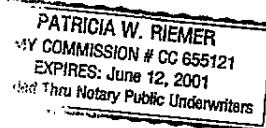
19 day of Nov., 1998.

Victor R. Houston
VICTOR R. HOUSTON, INCORPORATOR

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 19 day of
Nov., 1998, by VICTOR R. HOUSTON, who is personally known to me or
produced as identification

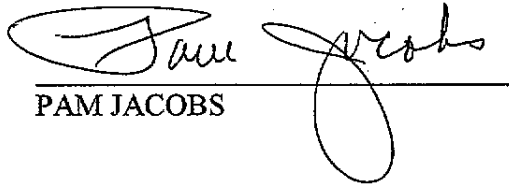
Patricia W. Riemer
Notary Public



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT FOR
QC MANAGEMENT SERVICES, INC.**

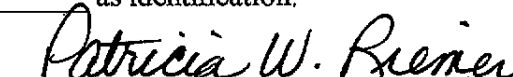
The undersigned employee of QC MANAGEMENT SERVICES, INC., a corporation organized under the laws of the State of Florida, and having its principle place of business at 241 Southwood Drive, Panama City, FL 32405, on behalf of QC MANAGEMENT SERVICES, INC., hereby accepts the designation by QC MANAGEMENT SERVICES, INC., as its registered agent pursuant to Chapter 607, Florida Statutes.

DATED this 19 day of Nov., 1998.


PAM JACOBS

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 19 day of Nov., 1998, by PAM JACOBS, who is personally known to me or produced as identification.


Notary Public



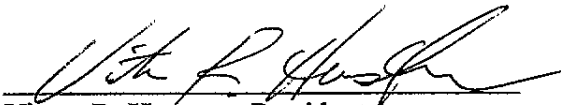
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR
QC MANAGEMENT SERVICES, INC.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

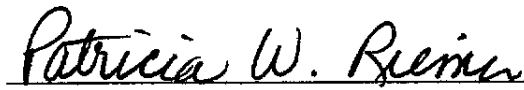
That QC MANAGEMENT SERVICES, INC., desiring to organize and qualify under the laws of the State of Florida, with its principle place of business at 241 Southwood Drive, Panama City, FL 32405, has named PAM JACOBS, located at that address, as its agent to accept service of process within Florida.

DATED this 19 day of November, 1998.


Victor R. Houston, President

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME personally appeared Victor R. Houston, on November 19, 1998, who after first being duly sworn and cautioned, states that he has read the foregoing and that it is true and accurate to the best of his knowledge and belief and that he is signing same as President of QC Management Services, Inc.


Notary Public



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DIVISION OF CORPORATIONS
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