

P99000031078

To Whom It May Concern:

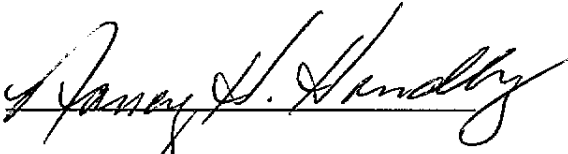
If there are any questions concerning the filing of these Articles of Incorporation, please feel free to contact Mr. Jim Strong at 904-761-7855 Extension 44. The signature below authorizes you to act upon his direction in this matter.

Please mail the Articles of Incorporation to:

Quality Financial Services Inc.

3945 Nova Road

Port Orange, FL 32127

  
NANCY H. HANDLEY

200002825882--8--  
-04/01/99--01026--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR -1 PM 5:57

4-5  
199

ARTICLES OF INCORPORATION

ARTICLE I = NAME

The Name of this Corporation is HANDLEY FARMS INC

ARTICLE II = DURATION

This corporation shall have perpetual existence commencing on the date of filing with the Secretary of State of Florida.

ARTICLE III = PURPOSE

This corporation is organized for transacting all lawful business.

ARTICLE IV = CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar par value common stock.

ARTICLE V = INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the principal office of this corporation is

P O BOX 598 OAK HILL FLORIDA 327590598

The initial registered agent is NANCY H HANDLEY whose

physical address is 751 W ARIEL RD OAK HILL FLORIDA 32759

The registered address is: P O BOX 598 OAK HILL FLORIDA 327590598

ARTICLE VI = INITIAL BOARD OF DIRECTORS

This corporation shall have no Directors.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
90-022-1 PM 5:57

ARTICLE VII = INCORPORATORS

The name and address of the person signing these articles of

Incorporation is NANCY H HANDLEY 751 W ARIEL RD OAK HILL FLORIDA

32759

ARTICLE VIII = MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of,

and the business and affairs of this corporation shall be managed under

the direction of the majority of shareholders of this corporation.

Each shareholder shall be entitled to one vote in person, or by proxy,

for each share of voting stock held. A majority of the outstanding

shares of the corporation entitled to vote, represented in person, or

by proxy, shall constitute a quorum at any meeting of the shareholders

for the management of the business of the corporation.

ARTICLE IX = POWERS

This corporation shall have all of the corporate powers enumerated in

the Florida General Corporation Act.

ARTICLE X = INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to

the full extent permitted by law.

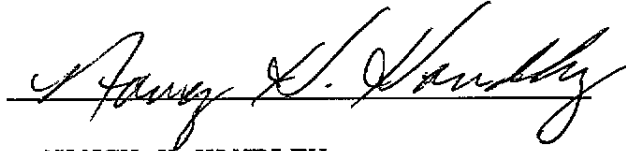
ARTICLE XI = AMENDMENT

The corporation reserves the right to amend or repeal any provisions

contained in these Articles Of Incorporation, and any right conferred

upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these  
Articles of Incorporation on this date: 3/30/99.

  
NANCY H HANDLEY

STATE OF FLORIDA )

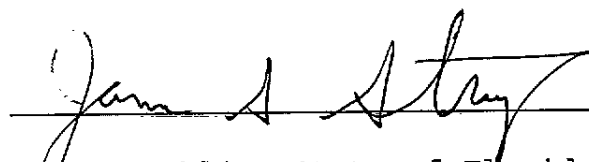
COUNTY OF VOLUSIA )



James S Strong  
My Commission CC607184  
Expires February 9, 2001

Before me, a Notary Public authorized to take acknowledgments in the  
State and County set forth above, personally appeared  
NANCY H HANDLEY known by me to be the person who  
executed the foregoing Articles of Incorporation and they acknowledged  
before me that they executed those Articles of Incorporation.

In witness whereof, I have hereunto set my hand and seal in the State  
and County last aforesaid, this date: 3/30/99

  
Notary Public, State of Florida At Large:

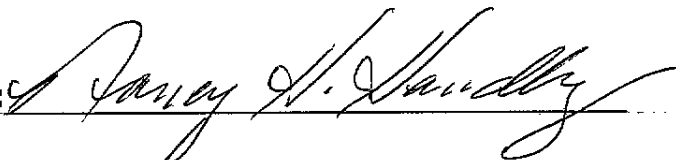
My Commission Expires: February 9, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE  
SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED: FIRST -- HANDLEY FARMS INC

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF OAK HILLS  
STATE OF FLORIDA HAS NAMED NANCY H. HANDLEY  
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. HAVING BEEN  
NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT  
THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS  
CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL  
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



REGISTERED AGENT: NANCY H HANDLEY

DATE: 3/30/99

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
29 APR - 1 PM 5:55