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LAW OFFICE OF
CHARLES D. FRANKEN, P.A.

NATIONSBANK PROFESSIONAL CENTER
8181 WEST BROWARD BOULEVARD • SUITE 360
PLANTATION, FLORIDA 33324

CHARLES D. FRANKEN, ESQUIRE

FILED
99 JUN 14 PM 3:51
PHONE (954) 476-7200
FAX (954) 424-0297
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 9, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314
Attn: New Corporations

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-06/14/99--01142--012
*****70.00 *****70.00

Re: QUALITY CLUB, INC.

Dear Sir/Madame:


The undersigned attorney is herewith submitting the following documents to form the above referenced corporation:

1. Three (3) copies of Articles of Incorporation;
2. Certificate of Designating Place of Business (Registered Agent document); and
3. Check in the amount of \$ 70.00 to cover the filing fee for said corporation.

We kindly request that you forward back to the undersigned a stamped copy of the Articles of Incorporation with the date of incorporation at your earliest convenience.

If you have any questions, please do not hesitate to call.

Very truly yours,


Charles D. Franken

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Enclosures

PH
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ARTICLES OF INCORPORATION
OF
QUALITY CLUB, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is:

QUALITY CLUB, INC.

SECOND: The initial principal place of business and mailing address of this corporation shall be:

8181 W. Broward Blvd Suite 360
Plantation, Fl 33324

THIRD: The aggregate number of shares of stock that this corporation is authorized to issue is Five Thousand (5,000) Shares of one class only, \$.01 par value.

FOURTH: The street address of the initial registered office of the corporation is 8181 W. Broward Boulevard, Suite 360, Plantation, Florida 33324, and the name of the initial registered agent at such address for the corporation shall be CHARLES D. FRANKEN.

FIFTH: The number of initial Board of Directors shall be four (4) who shall be:

IGAL STELL
GILL STELL
MOSHE MOUSSERIE
SARHA ADONI

SIXTH: The name and address of each incorporator is as follows:

NAME

CHARLES D. FRANKEN

ADDRESS

8181 W. Broward Boulevard
Suite 360
Plantation, FL 33324

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
9th day of June, 1999.



CHARLES D. FRANKEN

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That QUALITY CLUB, INC. qualified to do business under the laws of the State of Florida with its principal office at 8181 W. Broward Blvd Suite 360, Plantation, County of Broward, State of Florida, hereby designates CHARLES D. FRANKEN, whose address is 8181 W. Broward Boulevard, Suite 360, Plantation, FL 33324 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: CL

CHARLES D. FRANKEN
(Registered Agent)

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TALLAHASSEE, FLORIDA