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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

**FLORIDA PROFIT CORPORATION OR P.A.**

**QUALITY ASSURANCE CONSULTING, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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B. BROCK JUL 12 1999

CERTIFICATE OF INCORPORATION  
OF  
QUALITY ASSURANCE CONSULTING, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be:

Quality Assurance Consulting, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

13244 NW 5<sup>th</sup> Terrace  
Miami, Florida 33182

ARTICLE III - PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 (one) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by: Gustavo A. Mattos  
120 NW 87<sup>th</sup> Ave # F-209  
Miami, FL 33172  
(305) 220-5550

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#### ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

George W. Lopez  
13244 NW 5<sup>th</sup> Terrace  
Miami, Florida 33182

#### ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initially directors of this corporation are:

George W. Lopez      13244 NW 5<sup>th</sup> Terrace Miami, FL 33182  
President/Secretary

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these articles is:

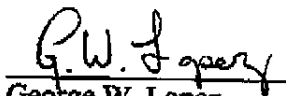
Gustavo A. Mattos  
120 NW 87<sup>th</sup> Ave # F-209  
Miami, FL 33172  
(305) 220-5550

#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

#### ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 8<sup>th</sup> day of July, 1999

  
George W. Lopez


**CERTIFICATE DESIGNATING THE ADDRESS AND  
AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSED:**

That Quality Assurance Consulting, Inc. desiring to organize under the laws of the state of Florida has appointed George W. Lopez of 13244 NW 5<sup>th</sup> Terrace Miami, FL 33182 as registered agent to accept service of process within the state.

**ACKNOWLEDGMENT:**

Having been named by the first board of directors of Quality Assurance Consulting, Inc. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to the act in this capacity, and agree to comply with the applicable provisions of the Florida Statutes, this 8<sup>th</sup> day of July, 1999.

  
George W. Lopez  
As Registered Agent

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