

P99000072419

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: QUALITY DIRECT, INC.
(Proposed corporate name - must include suffix)

FILED
99 AUG 13 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input checked="" type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
ADDITIONAL COPY REQUIRED			

FROM: ASSADOURIAN & WEIDENBACH
Name (Printed or typed)
400002959724--8
-08/13/99--01096--004
*****70.00 *****70.00

1560-3 CAPITAL CIRCLE NW
Address

TALLAHASSEE, FL 32303
City, State & Zip

(850) 576-1118
Daytime Telephone number

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
CB
8-13-99

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
(GENERAL)**

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is Quality Direct, Inc.

**ARTICLE II
PRINCIPAL ADDRESS**

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

101 Southhall Lane, Suite 400, Maitland, Florida, 32751

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Act of the State of Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the State of Florida Corporations Code.

**ARTICLE IV
REGISTERED OFFICE/AGENT**

The street address of the Corporation's initial registered office in the State of Florida is The Arbors, 8613 Pisa Drive, Apartment 13211, Orlando, Florida 32810; and the name of its initial registered agent at such address is Guillaume Viallaneix.

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ARTICLE V
AUTHORIZED CAPITAL STOCK

The total number of shares of which the Corporation shall have the authority to issue are 500, and the par value of each share shall be \$1.00.

ARTICLE VI
PROVISIONS

The provisions for the regulations of the internal affairs of the Corporation shall be as set forth in the bylaws.

ARTICLE VII
DURATION

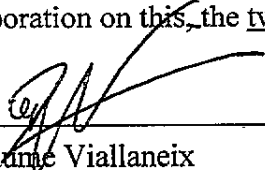
The duration of the Corporation shall be in perpetuity or until such a time as agreed upon by a quorum of the directors and shareholders.

ARTICLE VIII
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is 2 (two). The name and address of each person who is to serve as members of the initial Board of Directors of the Corporation are as follows:

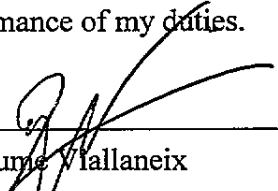
Guillaume Viallaneix - The Arbors, 8613 Pisa Dr., Apt. 13211, Orlando, FL 32810
Peter Vander Stichele - 8505 Milano Dr., Apt. 1839, Orlando, FL 32810

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation on this, the twelfth day of August, 1999.



Guillaume Viallaneix
The Arbors
8613 Pisa Drive, Apt 13211
Orlando, FL 32810

AS REGISTERED AGENT, I understand and accept the obligations of my office and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.



Guillaume Viallaneix
The Arbors
8613 Pisa Drive, Apt 13211
Orlando, FL 32810

08/10/99

Date

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