

GOLDSTEIN & TANEN, P.A.  
ATTORNEYS

P99000084936

SUITE 3250 ONE BISCAYNE TOWER  
TWO SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131  
(305) 374-3250  
TELECOPIER  
(305) 374-7632

VIA FEDERAL EXPRESS

September 22, 1999

Secretary of State  
Division of Corporations  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32309-0001

500002985225--1  
-09/23/99-01069-001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

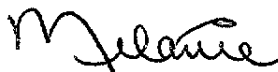
RE: Qualmetrix, Inc.

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for the captioned matter along with our check in the sum of \$78.75 for filing same.

Please return the filed articles to us in the enclosed stamped envelope as quickly as possible.  
Thank you.

Sincerely,



Melanie Broussard  
Secretary to  
Jeffrey S. Tanen

JST/mjb  
Enclosures  
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9/24/99  
T.B.

ARTICLES OF INCORPORATION  
OF  
QUALMETRIX, INC.

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ARTICLE I  
Name of Corporation

The name of this corporation is QUALMETRIX, INC.

ARTICLE II  
Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III  
Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this state.

ARTICLE IV  
Principal Place of Business

The address of the principal place of business of this corporation is 11767 Dixie Highway, PMB 117, Miami, FL 33156.

ARTICLE V  
Registered Office

The address of the initial registered office of the corporation is c/o Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, FL 33131. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI  
Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to Section 48.091, Florida Statutes, shall be Jeffrey S. Tanen, Esquire, Goldstein & Tanen, P.A., One Biscayne Tower, Suite 3250, Two South Biscayne Boulevard, Miami, Florida 33131.

## ARTICLE VII

### Directors

This corporation shall have not less than one director. The names and addresses of the initial directors of this corporation are:

Lawrence Schimmel  
Tighe Shomer  
Scott Anderson  
Ellen Bragg  
11767 S. Dixie Highway, PMB 117  
Miami, FL 33156

The number of directors may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

## ARTICLE VIII

### Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of Common Stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

## ARTICLE IX

### Incorporator

The name and address of the incorporator is as follows:

TIGHE SHOMER  
11767 S. Dixie Highway, PMB 117  
Miami, FL 33156

## ARTICLE X

### Directors' Liabilities and Rights

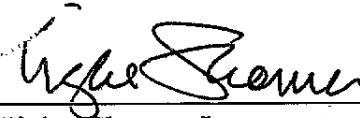
No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XI  
Amendment

These Articles of Incorporation may be amended, changed, altered, or repealed only by majority vote of the outstanding common shares.

\* \* \*

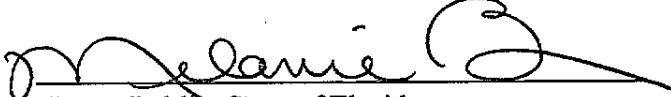
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of September, 1999.

  
\_\_\_\_\_  
Tighe Shomer, Incorporator

STATE OF FLORIDA                     )  
  ) ss:  
COUNTY OF MIAMI-DADE         )

BEFORE ME, the undersigned authority, this day personally appeared Tighe Shomer to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that same was executed for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 22 of September, 1999.

  
\_\_\_\_\_  
Notary Public, State of Florida

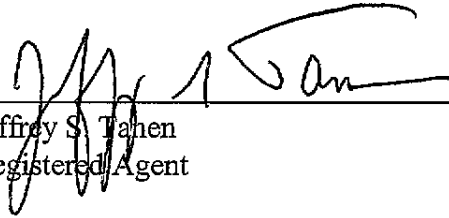
My Commission Expires:



Melanie Broussard  
MY COMMISSION # CC692482 EXPIRES  
October 28, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named Registered Agent for the above-named corporation, at the Registered Office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with all legal requirements relative thereto.

  
\_\_\_\_\_  
Jeffrey S. Tahen  
Registered Agent