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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

7000003042237-5  
-11/12/99-01030-019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00



TRACY E GRUBBS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11-16  
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ARTICLES OF INCORPORATION

ARTICLE I = NAME

The Name of this Corporation is GRUBBS ENTERPRISES 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 4628 S MOON TRAIL PORT ORANGE FL 32119

The initial registered agent is TRACY E GRUBBS whose physical address is 4628 S MOON TRAIL PORT ORANGE FL 32119

The registered address is: 4628 S MOON TRAIL PORT ORANGE FL 32119

ARTICLE VI = INITIAL BOARD OF DIRECTORS

This corporation shall have no Directors.

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ARTICLE VII = INCORPORATORS

The name and address of the person signing these articles of Incorporation is TRACY E GRUBBS 4628 S MOON TRAIL PORT ORANGE FL 32119

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: 11/9/99



TRACY E GRUBBS



James S Strong  
My Commission CC607184  
Expires February 9, 2001

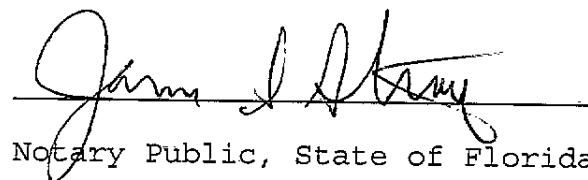
STATE OF FLORIDA )

COUNTY OF VOLUSIA )

Before me, a Notary Public authorized to take acknowledgments in the  
State and County set forth above, personally appeared

TRACY E GRUBBS 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: 11/9/99



Notary Public, State of Florida At Large:

My Commission Expires: February 9, 2001

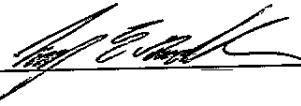
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS

SUBMITTED: FIRST -- GRUBBS ENTERPRISES INC

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF PORT ORANGE STATE OF FLORIDA HAS NAMED TRACY E GRUBBS

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: TRACY E GRUBBS

DATE: 11/9/99

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