

P99000103831

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.

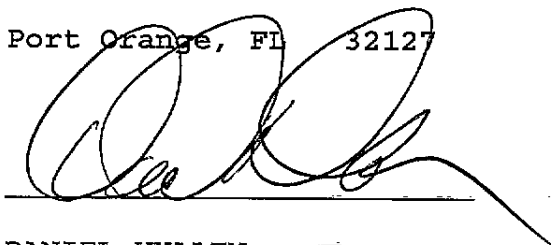
Please mail the Articles of Incorporation to:

Quality Financial Services Inc.

3945 Nova Road

Port Orange, FL 32127

800003054148--8
-11/24/99--01058--001
****210.00 *****70.00



DANIEL WHALEN

FILED
1999 NOV 24 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell DEC 1 1999

ARTICLES OF INCORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I = NAME

The Name of this Corporation is DAN WHALEN 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
734 STEELE AVE SOUTH DAYTONA FL 32119

The initial registered agent is DANIEL WHALEN whose
physical address is 734 STEELE AVE SOUTH DAYTONA FL 32119

The registered address is: 734 STEELE AVE SOUTH DAYTONA FL 32119

ARTICLE VI = INITIAL BOARD OF DIRECTORS

This corporation shall have no Directors.

ARTICLE VII = INCORPORATORS

The name and address of the person signing these articles of Incorporation is DANIEL WHALEN 734 STEELE AVE SOUTH DAYTONA 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.

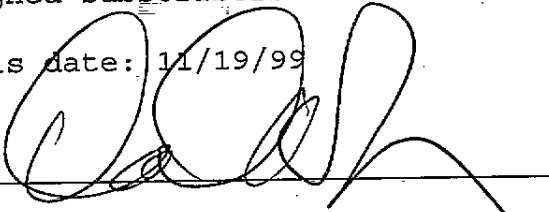
ARTICLE X = INDEMNIFICATION

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: 11/19/99


DANIEL WHALEN



James S Strong
My Commission CC607184
Expires February 9, 2001

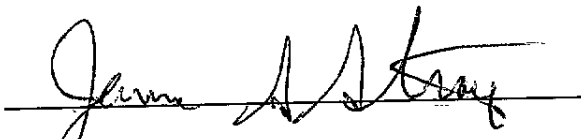
STATE OF FLORIDA __)

COUNTY OF VOLUSIA)

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

DANIEL WHALEN 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: 11/19/99

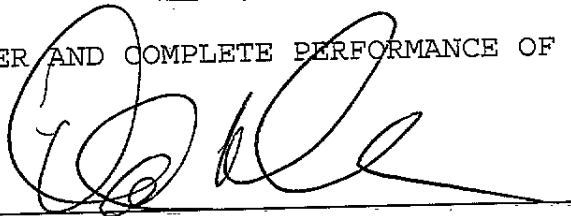

Notary Public, State of Florida At Large:

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 -- DAN WHALEN INC
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF SOUTH DAYTONA
STATE OF FLORIDA HAS NAMED DANIEL WHALEN
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: DANIEL WHALEN

DATE: 11/19/99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA