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PHYLLIS SHAMPIER
OF COUNSEL

March 31, 1995

Via Federal Express

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Q Roost, Inc.

Dear Sir/Madam:

Enclosed you will find Check No. 28449 totaling \$131.50, representing costs to file the enclosed Articles of Incorporation, obtain a certified copy of the Articles of Incorporation and a good standing certificate. Enclosed is an original and copy of the Articles of Incorporation for filing purposes. Please return the copy to our office after it has been filed. We have also enclosed a self-addressed stamped envelope for your convenience.

Should you have any questions, please call.

Very truly yours,

Sherry A. Stanley

SAS/ac
Enclosures
76042

FILED
95 APR -3 1995
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
Q ROOST, INC.**

FILED
95 MAR 10 1995
TALLAHASSEE

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Q ROOST, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of investing in real and personal property, acquiring, owning and disposing of interests in partnerships (both general and limited) and engaging in any other activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1,000) of One Dollar (\$.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - ADDRESS

The street address of the initial principal office and the mailing address of the corporation is:

5161 Collins Avenue, #711
Miami Beach, Florida 33140

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Office and Registered Agent of this Corporation is:

Sherry A. Stanley
Coll Davidson Carter Smith
Salter & Barkett, P.A.
201 S. Biscayne Blvd.
Suite 3200
Miami, Florida 33131

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased (or after any increase, subsequently decreased) from time to time in accordance with the By-Laws. The name and address of the initial directors of the corporation are as follows:

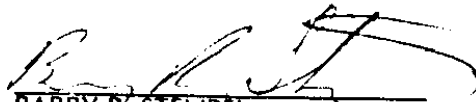
<u>Name</u>	<u>Address</u>
Barry R. Stempel	5161 Collins Avenue, #711 Miami Beach, Florida 33140

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Barry R. Stempel	5161 Collins Avenue, #711 Miami Beach, Florida 33140

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of March, 1995.


BARRY R. STEMPEL
Incorporator

STATE OF FLORIDA)
):SS
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged, verified and sworn to before me this 30 day of March, 1995, by BARRY R. STEMPEL. He:

 is personally known to me; or
 ✓ produced a driver's license as identification.

He did take an oath.

[Notary Rubber Stamp Seal]

Donna M. Ringel
Notary Signature

Donna M. Ringel
Printed Notary Signature

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES APR. 30, 1995
BONDED THRU GENERAL INS. CO. 042.
82894

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
Q ROOST, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

Coll Davidson Carter Smith
Salter & Barkett, P.A.
201 S. Biscayne Blvd.
Suite 3200
Miami, Florida 33131

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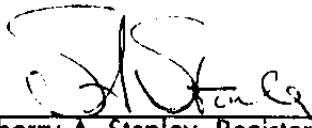
has named:

Sherry A. Stanley

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept such obligations and agree to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Sherry A. Stanley, Registered Agent

82894