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Law Office of
WILLIAM A. JOHNSON, P.A.
Suntree Professional Center
Suite Six
6550 North Wickham Road
Melbourne, Florida 32940

Telephone (407) 253-1667

Facsimile (407) 242-9554

March 17, 2000

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*****122.50 *****78.75

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

Dear Sir or Madam:

Please file the enclosed articles of incorporation. The filing fee of \$122.50 is included. After filing, please return the articles to this office.

Thank you for your cooperation.

Sincerely,



Karen Carlton
Legal Assistant to
William A. Johnson

/kc

enclosures

FILED
00 APR -5 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch APR 10 2000

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HQ INTERNATIONAL, INC.

The undersigned subscribers to these articles of incorporation adopt these articles to form a corporation under the Florida Business Corporation Act, F.S. Chapter 607, and other laws of the State of Florida.

ARTICLE I
Name

The name of the corporation is **HQ International, Inc.**

ARTICLE II
Principal Office

The initial principal office and mailing address of this corporation are

3508 Cardinal Point Drive
Jacksonville, Florida 32257

ARTICLE III
Purpose

The corporation may engage in any activity or business permitted under the laws of the United States and this state.

ARTICLE IV
Terms of Existence

The corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V
Capital Stock

The capital stock of the corporation shall be 10,000 shares of common stock having a par value of \$0.001 per share. Each share of common stock shall have one (1) vote.

ARTICLE VI
Registered Office and Agent

The name and address of the initial registered office of this corporation is:

William A. Johnson
6550 N. Wickham Road
Suite Six
Melbourne, Florida 32940

ARTICLE VII
Board of Directors

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of two members. The names and addresses of the members of the first board of directors are:

Art Quinquinio	9313 Genna Trace Trail Jacksonville, Florida 32257
Donna Harnish	2610 Crooked Antler Drive Melbourne, Florida 32934

ARTICLE VIII
Officers

The names and addresses of the initial officers of the corporation, who will hold office until their successors are duly elected and qualified are:

Art Quinquinio	President/ Treasurer	9313 Genna Trace Trail Jacksonville, Florida 32257
Donna Harnish	Vice President/ Secretary	2610 Crooked Antler Drive Melbourne, Florida 32934

**ARTICLE IX
Subscribers**

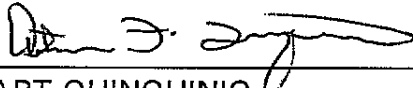
The names and addresses of the person signing these articles of incorporation as subscribers are:

Art Quinquinio	President/ Treasurer	9313 Genna Trace Trail Jacksonville, Florida 32257
Donna Harnish	Vice President/ Secretary	2610 Crooked Antler Drive Melbourne, Florida 32934

**ARTICLE X
Amendment**

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

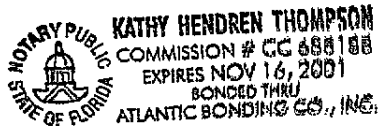
IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on _____.

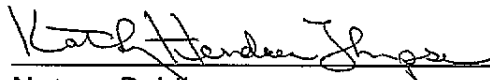


ART QUINQUINIO

STATE OF FLORIDA
COUNTY OF Broward

The foregoing articles of incorporation were acknowledged before me on Nov 24, 2000 by Art Quinquinio.





Notary Public
My Commission Expires: Nov. 16, 2001
(Seal)

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48,091, Florida Statutes, relative to keeping open said office for service of process.

William A. Johnson
RESIDENT AGENT

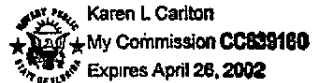
STATE OF FLORIDA)
) SS
COUNTY OF Brevard)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared William A. Johnson, known to me personally and to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed to above acceptance of designation as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17 day of March, 2000.

Karen L. Carlton
SIGNATURE OF NOTARY PUBLIC

Karen L. Carlton
Typed Name of Notary
Address: 6550 N. Wickham Rd.
Melbourne, FL 32940
My commission expires:



IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on March 17, 2000

Donna Harnish

DONNA HARNISH

STATE OF FLORIDA
COUNTY OF Brevard

The foregoing articles of incorporation were acknowledged before me on March 17, 2000 by Donna Harnish.

Karen L. Carlton

Notary Public

My Commission Expires:

(Seal)

