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AUTHORIZATION

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ORDER DATE: August 2, 2000

ORDER TIME: 12:26 PM

THE UNITED STATES CORPORATION

ORDER NO. : 784579-005

CUSTOMER NO: 7199111

CUSTOMER: Seth E. Ellis, Esq

The Law Offices Of Seth E.

Ellis, P.a. Suite 300

7000 West Palmetto Park Road

Boca Raton, FL 33433

DOMESTIC FILING

NAME: CUADRA MANAGEMENT CORP.

********FILE FIRST***********

EFFECTIVE DATE:

600003344056---

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX____CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

() 8 pd

SECRETARY OF STATE STATE CORPORATIONS

OO AUG -2 PH 12: 1

ARTICLES OF INCORPORATION



OF

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CUADRA MANAGEMENT CORP.

The undersigned incorporator(s) for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

FIRST: The name of the corporation is CUADRA MANAGEMENT CORP., a Florida

Corporation (the "Corporation").

SECOND: The principal office address and mailing address of the Corporation is:330 Redwood

Lane, Key Biscayne, Florida 33149.

THIRD: The Corporation is authorized to issue 100 shares of common stock, par value \$.01

per share.

FOURTH: The street address of the initial registered office of the Corporation is: c/o LAW

OFFICES OF SETH E. ELLIS, P.A.,2600 North Military Trail, Suite 290,Boca

Raton, Florida 33431, and the registered agent at this address is: Seth E. Ellis, Esq.

FIFTH: The name and address of the incorporator of the Corporation is: GABRIEL M.

DeCUADRA,330 Redwood Lane, Key Biscayne, Florida 33149.

SIXTH: The Corporation is organized for the purpose of transacting any and all lawful

activities or business for which corporations may be formed under Chapter 607 of

the Florida Statutes.

SEVENTH: The Corporation shall have ONE director initially and the number of directors may

be increased or diminished from time to time as provided in the Bylaws but shall never be less than ONE. The name and address of the initial director of the

Corporation is:

GABRIEL M. DeCUADRA

330 Redwood Lane, Key Biscayne, Florida 33149.

EIGHTH: The corporate existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of June ______, 2000.

GABRIEL M. DeCUADRA, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

By:

Seth E. Ellis, Esq.

Authorized Representative

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