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Q VISUALS, INC.
2312 W. Clinton St.
Tampa, Florida 33604

August 11, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700003360857--4
-08/17/00--01068--017
****122.50 ****78.75

Re: Q Visuals, Inc

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Q Visuals, Inc. along with a check in the amount of $122.50 to cover all fees, including a certified copy of the Articles. If you need any further information, please contact me at (813) 767-5483.

Sincerely,

EFFECTIVE DATE
8/12/00

FILED
00 AUG 17 PM 2: 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Glen Carter

Encls.

Glen GAVE
AUTHORIZATION BY PHONE TO
CORRECT Incpt
DATE 8-23-00
DOC. EXAM RV

8/23

EFFECTIVE DATE
8/12/00

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Q VISUALS, INC.

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Q Visuals, Inc. and its principal office and mailing address is **2312 W. Clinton St., Tampa, Florida 33604.**

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on August 12, 2000.

ARTICLE III

General Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE *IV*

Capital Stock

The aggregate number of shares of capital stock that this corporation shall be authorized to have outstanding at any one time shall be one hundred million shares of common stock at $.0001 par value per share and fifty million shares of preferred stock at $.0001 par value per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be **2312 W. Clinton St., Tampa, Florida 33604**, and the initial registered agent of the corporation at such address is Glen Carter.

ARTICLE VI

Directors and Officers

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided by the By-Laws. The name and address of the new Board of Director and Officers are as follows.

Glen Carter, Chairman of the Board, President, Secretary/Treasurer
2312 W. Clinton St., Tampa, Florida 33604

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the bylaws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current of former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS **WHEREOF**, the undersigned has executed these Articles this 12th day of August, 2000.

Glen Carter / Incorporator

2312 W. Clinton St.
Tampa, FL. 33604

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING
REGISTERED AGENT

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, Q Visuals, Inc. desiring to organize under the laws of the State of Florida, hereby Glen Carter, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and **2312 W. Clinton St., Tampa, Florida 33604**, the business office of its Registered Agent, as its Registered Office.

Q Visuals, Inc.

By: ______________________
Glen Carter

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.

____
Glen Carter