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OF COUNSEL
J. BRUCE IRVING
SENIOR COUNSEL
WM. R. DAWES
(1912 - 1998)

April 24, 2001

Via Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-04/25/01--01072--015
*****87.50 *****87.50

Re: The Incorporation of Quayna Development Partners, Inc.

Dear Sir/Madam:

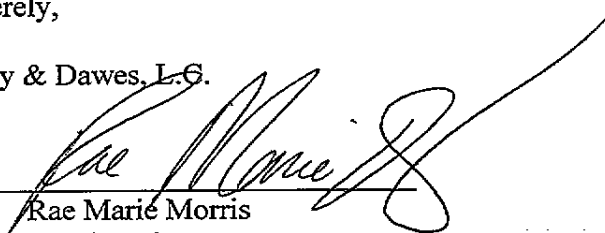
Enclosed please find an original and copy of the articles of incorporation. Also enclosed please find a check made payable to the Department of State in the amount of \$87.50 which includes the following: filing fee, designation of Registered Agent, certified copy and a certificate of status.

Thank you for your attention to this matter.

Sincerely,

Bailey & Dawes, L.C.

By:


Rae Marie Morris
Legal Assistant

RMM/
Enclosures

FILED
01 APR 25 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK APR 26 2001

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ARTICLES OF INCORPORATION
OF
QUAYNA DEVELOPMENT PARTNERS, INC.

FILED
01 APR 25 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: QUAYNA DEVELOPMENT PARTNERS, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with a par value of \$1.00 per share.

The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes.

ARTICLE V

DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of his corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of the corporation shall be located at:

9700 South Dixie Highway, #570
Miami, Florida 33156

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is:

9700 South Dixie Highway, #570
Miami, Florida 33156

The name and address of the initial registered agent of the corporation is:

DAVID W. COLONNA
9700 South Dixie Highway, #570
Miami, Florida 33156

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws. The name(s) and address(es) of the initial directors of this corporation is/are:

GUY B. BAILEY, President
9700 South Dixie Highway, #570
Miami, Florida 33156

DAVID W. COLONNA, Vice-President/Secretary
9700 South Dixie Highway, #570
Miami, Florida 33156

ARTICLE X

INCORPORATORS

The name(s) and address(s) of the person(s) signing these Articles is/are:

DAVID W. COLONNA
9700 South Dixie Highway, #570
Miami, Florida 33156

ARTICLE XI

ACTIONS OF DIRECTORS WITHOUT MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE XII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV

AMENDMENT

The corporation reserves this right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, 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 23rd day of April, 2001



DAVID W. COLONNA

STATE OF FLORIDA }
 }
COUNTY OF MIAMI-DADE } SS:

Before me, the undersigned authority, personally appeared, **DAVID W. COLONNA**, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 23rd day of April, 2001.


NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Rae Marie Morris

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with section 48.091, FLORIDA STATUTES, the following is submitted:

That QUAYNA DEVELOPMENT PARTNERS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named DAVID W. COLONNA, located at 9700 South Dixie Highway, #570, Miami, Florida 33156, as its agent to accept service of process within Florida.



DAVID W. COLONNA

Having been named to accept service of process for the above stated 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.

Dated this 23rd day of April, 2001.



DAVID W. COLONNA

FILED
01 APR 25 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA