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STREET ADDRESS:
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SUITE 400
FORT LAUDERDALE, FL 33306

December 10, 2001

VIA FEDERAL EXPRESS ONLY

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-12/12/01-01021-019
*****78.75 *****78.75

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

Re: Adquartars International, Inc.

Gentlemen:

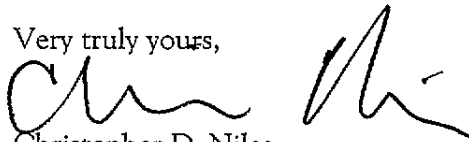
Enclosed please find an original and one copy of the Articles of Incorporation for Adquartars International, Inc. Please file the original Articles, and return one certified copy in the envelope provided.

I have also enclosed a firm check in the amount of \$78.75 which represents the following:

Filing fee	\$35.00
Registered Agent fee	\$35.00
Certified copy	<u>\$8.75</u>
Total	\$78.75

Thank you for your assistance.

Very truly yours,


Christopher D. Niles
For the firm

CDN/le
Enclosures

FILED
01 DEC 12 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g 12/12

ARTICLES OF INCORPORATION
OF
ADQUARTERS INTERNATIONAL, INC.

FILED
01 DEC 12 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of this corporation is ADQUARTERS INTERNATIONAL, INC. and its principal place of business is 1617 NE 5th Court, Fort Lauderdale, Florida 33301.

ARTICLE II - DURATION

This corporation shall have perpetual existence and these Articles are effective upon filing.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is James C. Ramsey, 1617 NE 5th Court, Fort Lauderdale, Florida 33301. The undersigned is familiar with and accepts the duties of registered agent pursuant to Florida Statute 607.325.



ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

James C. Ramsey
1617 NE 5th Court
Fort Lauderdale, Florida 33301

Donald J. Gilbert
1617 NE 5th Court
Fort Lauderdale, Florida 33301

ARTICLE VIII - INCORPORATOR

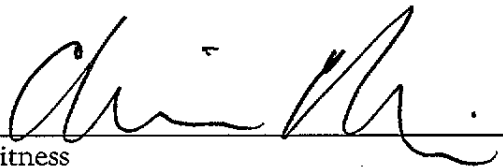
The name and address of the Incorporator signing these articles is:


James C. Ramsey
1617 NE 5th Court
Fort Lauderdale, Florida 33301

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 16 day of December, 2001.


witness


witness


James C. Ramsey
Incorporator and as Registered Agent

FILED
01 DEC 12 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA