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CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

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Profit

1.) Q Systems Latin America Inc
(CORPORATE NAME & DOCUMENT #)

2.)
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ARTICLES OF INCORPORATION

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Q SYSTEMS LATIN AMERICA, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is:

Q SYSTEMS LATIN AMERICA, INC.

SECOND: The principal office or mailing address of the Corporation is 10301 Lexington Estates Boulevard, Boca Raton, Florida 33428.

THIRD: The duration of the Corporation shall be perpetual.

FOURTH: The aggregate number of shares of stock that the Corporation is authorized to have outstanding at any one time is one thousand (1000), all of which shall have a par value of one cent (\$.01) each and are of the same class and are to be common shares.


FIFTH: The name and street address of the incorporator is as follows:

**Angelo Lupo
10301 Lexington Estates Boulevard
Boca Raton, Florida 33428**

SIXTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, and in the manner provided for in the By-Laws, indemnify any and all persons whom it shall have power to indemnify under said provisions.

SEVENTH: The Corporation's corporate existence shall commence as of the date upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same, so long as these Articles of Incorporation are received and filed by the Department of State within five (5) days, exclusive of legal holidays, after such date the incorporator shall have subscribed and acknowledged these Articles of Incorporation. In the event these Articles are not received within such five (5) day period, then the corporation's corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on
March __, 2002, in Palm Beach County, State of Florida.

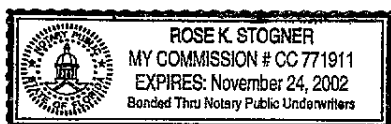

ANGELO LUPO, Incorporator

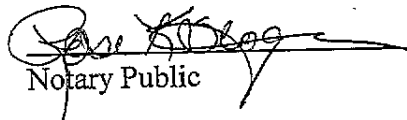
STATE OF FLORIDA

COUNTY OF PALM BEACH)

THE FOREGOING INSTRUMENT was acknowledged before me this 13th day
of March, 2002, by ANGELO LUPO who is personally known to me ~~and who has~~
~~produced~~ (type of identification) as identification and who ~~did~~ did
not take an oath.

(Notarial Seal)




Notary Public
My Commission Expires:
Commission No.: _____

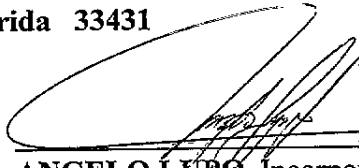
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes (1991), the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is **Q SYSTEMS LATIN AMERICA, INC.**
2. The name and address of the registered agent and office is:

Jeffrey L. Greenberg
Law Office of Jeffrey L. Greenberg, P.A.
4800 North Federal Highway
Suite 304-D - Sanctuary Centre
Boca Raton, Florida 33431

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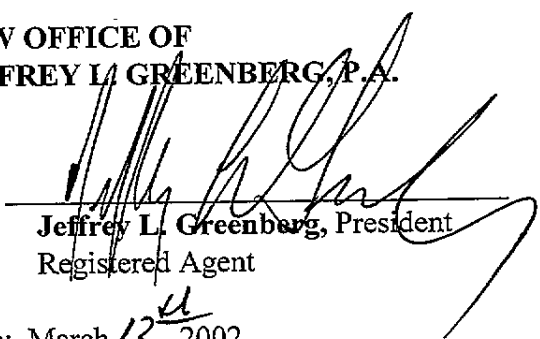
ANGELO LUPO, Incorporator

Date: March 13 2002

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

LAW OFFICE OF
JEFFREY L. GREENBERG, P.A.

By: _____


Jeffrey L. Greenberg, President
Registered Agent

Date: March 13th, 2002