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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR -4 AM 2:18

April 3rd, 2002

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

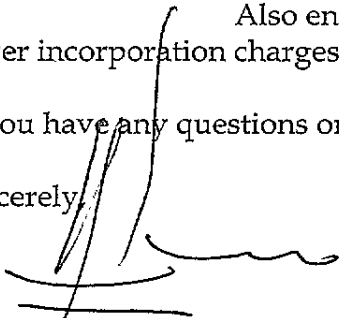
Dear Sir/Madam:

Please, find enclosed two originals of the Articles of Incorporation of **QUALITAS Corporation** which were executed on April 3rd, 2002.

Also enclosed, find check number 6104 in the amount of \$78.75 to cover incorporation charges, including certified copies.

If you have any questions or comments, do not hesitate to contact me.

Sincerely,



Roberto G. Bravo
2235 Arch Creek Drive
North Miami, Florida 33181.
Home: 305-895-9354
Office: 305-573-4442

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**ARTICLES OF INCORPORATION
OF
QUALITAS Corporation**

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The undersigned incorporator to these Articles of Incorporation, by these Articles form a corporation for profit, pursuant to the laws of the State of Florida.

FIRST. The name of the corporation is **QUALITAS Corporation**

SECOND. The period of duration of the corporation is perpetual.

THIRD. The purpose is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

FOURTH. The aggregate number of shares of Capital Stock which the Corporation has authority to issue is one hundred thousand (100,000) all of which shall be one class of common stock having a par value of \$0.01.

FIFTH. The address of its initial registered office is 4141 North Miami Avenue, Suite 210, Miami, Florida 33127, and the name of the initial register agent at such address is Roberto G. Bravo.

SIXTH. The initial Board of Directors will consist of one (1) director whose name and address is: Roberto G. Bravo, 2235 Arch Creek Drive, North Miami, Florida 33181.

SEVENTH. The name and address of the incorporator is: Roberto G. Bravo, 2235 Arch Creek Drive, North Miami, Florida 33181.

EIGHTH. Preemptive Rights shall be as follows: each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued stock or treasury stock.

NINTH. The initial street address of the principal office of the Corporation in the State of Florida is: 4141 North Miami Avenue, Suite 210, Miami, Florida 33127.

TENTH. The Corporation shall indemnify incorporators, officers and directors to the full extent permitted by law.

ELEVENTH. A. The Corporation adopts all contracts made on its behalf by the aforementioned incorporators.

B. The Corporation authorizes its directors to reimburse the afore-mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation and for any and all expenses incurred in the organization and formation of the Corporation.

C. The directors of this Corporation shall have the sole discretion to determine the expenses for which the afore-mentioned incorporator shall be reimbursed.

TWELVE. The Corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation or any amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of, **QUALITAS Corporation**

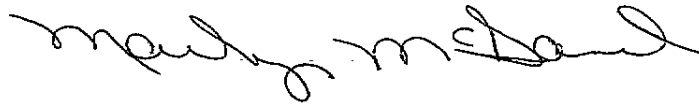

Roberto G. Bravo
INCORPORATOR

STATE OF FLORIDA:
COUNTY OF MIAMI-DADE:

On this 3rd day of April, 2002, before me, a notary public duly authorized in the State of Florida, County of Miami-Dade, personally appeared Roberto G. Bravo, known to me to be the person described and who subscribed the above Articles of Incorporation, and who acknowledged that he executed the Articles of Incorporation for the purpose contained herein.

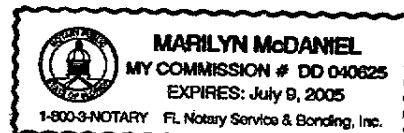
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.

NOTARY PUBLIC



DATE





**CERTIFICATE DESIGNATING THE ADDRESS
AND AGENT UPON WHOM PROCESS MAY SERVE**

QUALITAS Corporation, desiring to organize as a Corporation for Profit under the laws of the State of Florida, which will have its principal office in Florida, has named Roberto G. Bravo, 4141 North Miami Avenue, Suite 210, Miami, Florida 33127, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-described Corporation, at the place designated in this certificate, I agree to act in this capacity, I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I specifically accept the duties and obligations prescribed by Section 607.325 Florida Statute.


Roberto G. Bravo

Date

April 3, 2002

STATE OF FLORIDA :


:SS

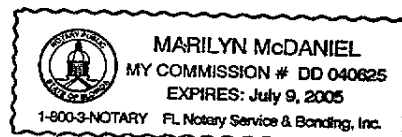
COUNTY OF MIAMI-DADE:

SWORN AND SUBSCRIBED this 3rd day of April, 2002

NOTARY PUBLIC

DATE


April 3, 2002



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