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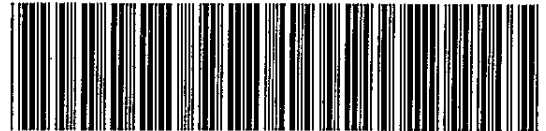
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**John Ioannou, Jr.:
ji@ioannoulaw.com**

May 20, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Formation of QUALITEL INC.

Dear Sir/Madam:

Enclosed are an original and one (1) copy of Articles of Incorporation along with a check in the amount of Seventy-Eight and 75/100 Dollars (\$78.75) made payable to Florida Department of State in connection with the formation of the above-referenced profit corporation pursuant to Chapter 607 of the Florida Statutes.

Please return the Certificate of Status and a filed copy of the Articles of Incorporation to the undersigned counsel in the enclosed, self-addressed, stamped envelope at your earliest convenience. Thank you for your time and assistance in this matter..

Sincerely,

A handwritten signature in black ink, appearing to read "John Ioannou, Jr.", with a stylized flourish at the end.

John Ioannou, Jr.

Jl/cb
Enclosures

ARTICLES OF INCORPORATION
FOR

QUALITEL INC.

The undersigned, for the purpose of forming a profit Florida corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be: QUALITEL INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2414 North Federal Highway
Hollywood, FL 33020

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at one time is:

100 Shares of Common Stock

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

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TALLAHASSEE, FLORIDA

ARTICLE V. OFFICERS/DIRECTORS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the corporation shall be managed by, the Board of Directors. This corporation shall have two (2) officers and directors, initially. Their names, addresses and position are:

1. Jeronimo Monteiro, President, 19 NW 45th Avenue, Deerfield, FL 33442;
2. Marcia Monteiro, Vice-President, 19 NW 45th Avenue, Deerfield, FL 33442.

ARTICLE VI. REGISTERED AGENT

The name and address of the initial registered agent is:

John Ioannou, Jr., Esquire
Ioannou & Ioannou, LLP
8821 SW 8th Street
Ft. Lauderdale, FL 33324

ARTICLE VII. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

John Ioannou, Jr., Esquire
Ioannou & Ioannou, LLP
8821 SW 8th Street
Ft. Lauderdale, FL 33324

ARTICLE VIII. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or businesses permitted under the laws of the United States, the State of Florida and any other state or territory.

The undersigned has executed these Articles of Incorporation this May 20, 2004.


John Ioannou, Jr., Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

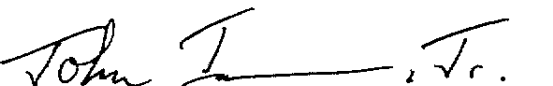
Pursuant to the provisions of section 607.0501 of the Florida Statutes, the corporation,
QUALITEL INC., organized under the laws of the State of Florida, submits the following
statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

John Ioannou, Jr., Esquire
Ioannou & Ioannou, LLP
8821 SW 8th Street
Ft. Lauderdale, FL 33324

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the appointment as
registered agent and agree to act in this capacity. I further agree to comply with the provisions of
all statutes relating to the proper and complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.

Dated: May 20, 2004.


John Ioannou, Jr., Esquire