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(Requestor's Name)

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PICK-UP WAIT MAIL

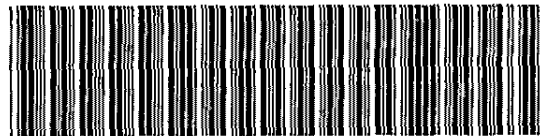
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE

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TALLAHASSEE, FLORIDA

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Q & M INTERNATIONAL CORP.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 Certified Copy
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 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
Q & M INTERNATIONAL CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These articles are in compliance with Chapter 607, F.S.

ARTICLE I

The name of this corporation shall be:

Q & M INTERNATIONAL CORP.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporation, State of Florida, and shall have perpetual existence.

ARTICLE III

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

**1035 N.E. 125 Street, Suite 203B.
North Miami, Fl. 33161**

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The number of share which this corporation shall have authority to issue is 100,000.00 shares, having an individual par value of \$ 1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

**Pedro Humberto Echenique
1035 N.E. 125 Street, Suite 203B.
North Miami, Fl. 33161**

ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who are to serve as an initial director(s):

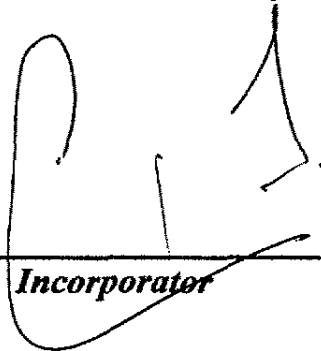
**LUIS ALBERTO ZEPEDA B. (P)
1035 N.E. 125 Street, Suite 203B.
North Miami, FL 33161**

ARTICLE VIII

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

**Pedro Humberto Echenique
1035 N.E. 125 Street, Suite 203B.
North Miami, FL 33161**

***The undersigned has executed these Articles of Incorporation
This 24 day of September, 2004.***



Incorporator

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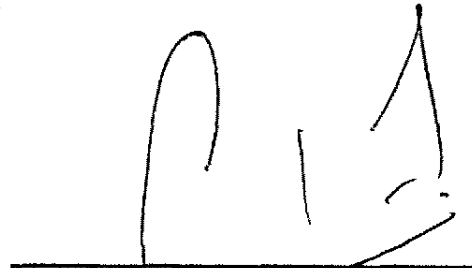
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation.

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.

A handwritten signature in black ink, appearing to read 'Pedro Humberto Echenique', written over a horizontal line.

*Registered Agent
Pedro Humberto Echenique*