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ARTICLES OF INCORPORATION

ARTICLE I-NAME

The name and principal address of this corporation is:

Quality USA Aventura, Inc.
1250 E Hallandale Beach Blvd, Suite 508
Hallandale, FL 33009

ARTICLE II-DURATION

This corporation shall have perpetual existence, commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of undertaking any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 100 shares at \$ 1.00 par value common stock.

ARTICLE V-RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the holders of record of the common shares all receive a rateable distribution of the assets of the corporation.

ARTICLE VI-PREEMPTIVE RIGHTS

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

ARTICLE VII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent for this corporation at that address is.

Andre P. de Paula
1250 E Hallandale Beach Blvd, Suite 508
Hallandale, FL 33009

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have 1 directors initially. The number of directors may be increased or diminished from time to time as provided for by the Bylaws. The names and addresses of the initial directors of this corporation are:

Andre P. De Paula, Pres, Vice-Pres, Sec & Treasurer
1250 E Hallandale Beach Blvd, Suite 508
Hallandale, FL 33009

ARTICLE IX-INCORPORATORS

The names and addresses of the persons signing these Articles are:

Andre P. de Paula
1250 E Hallandale Beach Blvd, Suite 508
Hallandale, FL 33009

ARTICLE X-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

Andre P. De Paula..... 100 Shares

Shares held by the initial shareholders listed above, may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold, shall be further specified by written agreement among all the shareholders and this corporation.

ARTICLE XII-CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

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ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meeting of the shareholders may be called by the Board of Directors.

ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represent in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV-AMENDMENT

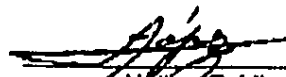
This corporation reserves the right to amend or repeal any provision contained in this Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 9th day of May of 1996.


Incorporator

Incorporator

Sworn before me at Miami, Florida on this 9th day of May of 1996.


Notary Public



ANTONIO R. LOPEZ
COMMISSION # CC 485849
EXPIRES SEP 14 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

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CERTIFICATE OF DESIGNATION REGISTERED AGENT and REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, 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.

FIRST that, Quality USA Aventura, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named Andre P. De Paula located at 1250 E Hallandale Beach Blvd, Suite 508, Hallandale FL 33009 City of Hallandale, County of Broward, State of Florida, as its agent to accept service of process within this State.

Having been named as registered agent and to accept service of process for the above stated corporation at 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.


Registered agent

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TALLAHASSEE, FLORIDA

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