

P976000/5524

DIVISION OF
JORGE GAVIRIA, P.A.
9769 S. DIXIE HWY.
SUITE 201
MIAMI, FLORIDA 33156
305-666-8844
305-667-7004 FACSIMILE

97 FEB 17 PM 3:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Q & S Corporation

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

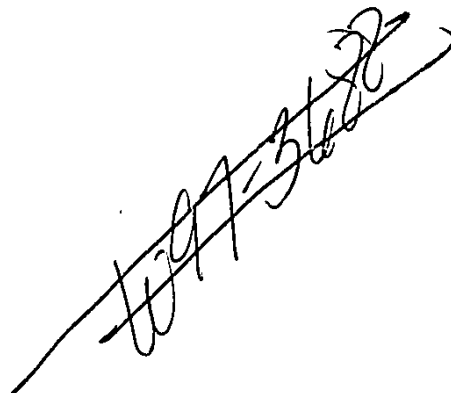
Thank you for your assistance in this matter.

Sincerely,

JORGE GAVIRIA

600002091976--1
-02/19/97--01059--001
****122.50 ****122.50

 2/18

 2/18



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 14, 1997

LAW OFFICE OF JORGE GAVIRIA, P.A.
SUITE 201
9769 S DIXIE HWY
MIAMI, FL 33156

SUBJECT: Q & S CORPORATION
Ref. Number: W97000003688

We have received your document for Q & S CORPORATION. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 997A00008072

Law Offices of Jorge Gaviria, P.A.

Telephone (305) 666-8844

Fax (305) 667-7004

9769 S. Dixie Highway
Suite 201
Miami, FL 33156

February 13, 1997

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

RE: APPLICATION FEE FOR Q & S CORPORATION

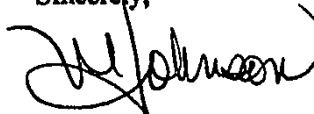
TO WHOM IT MAY CONCERN:

Enclosed herewith is a check in the amount of \$122.50 for the application fee for the above-referenced corporation. The check was inadvertently omitted from the overnight package sent to you on February 12, 1997. Please attach this check to that application.

Thank you for your attention to this matter. We apologize for any inconvenience this may have caused.

If you have any questions, please feel free to call me at (305) 666-8844 or fax (305) 667-7004.

Sincerely,



Martha Johnson
Secretary to
Jorge Gaviria

Enclosure

ARTICLES OF INCORPORATION
OF

Q & S CORPORATION

In compliance with the requirements of the Florida Statute Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is **Q & S CORPORATION**

ARTICLE II

The mailing address of the corporation is:
1514 E 4th Ave., Hialeah, Florida 33010.

ARTICLE III

The maximum number of shares this corporation is authorized to issue is ONE HUNDRED (100), all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV

The purpose of this corporation shall be to engage in business and matters related to Real Estate and any other general purpose authorized by Florida Statutes Chapter 607.

ARTICLE V

The initial street address of the corporation's principal office is: 1514 E 4th Ave, Hialeah, Florida 33010.

The Registered Agent for the corporation is:

JORGE GAVIRIA
9769 S. Dixie Hwy.
Suite 201
Miami, Florida 33156

FILED
97 FEB 17 PM 3:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI

The initial Board of Directors shall consist of TWO (2) members. The names and addresses who will serve on the initial

Board of Directors are:

EVA QUINTANA
10955 SW 41 ST.
MIAMI, FLORIDA 33165

ARTICLE VII

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

<u>NAME</u>	<u>ADDRESS</u>
EVA QUINTANA	10955 SW 41 ST. MIAMI, FLORIDA 33165

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

PREEMPTIVE RIGHT

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares equals at the time of issue bears the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of the shares, and inviting him to exercise his preemptive rights. The right may also be waived by

affirmative written waive submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X

MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special, regular, or annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by Florida Statute 607.0820 (4).

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this August 28, 1996.


EVA QUINTANA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Q & S CORPORATION as designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statute 607.0501(3).


JORGE GAVIRIA

FILED
97 FEB 17 PM 3:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA