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5/14/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: QDB, INC.

AUDIT NUMBER.....H97000007983

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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H97000007983, ARTICLES OF INCORPORATION

(4)

OF

QDS, INC.,

ARTICLE I-NAME

The name of this Corporation is QDS INC.

ARTICLE II-DURATION

The corporation shall have a perpetual existence.

ARTICLE III-PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida, more specifically, to conduct business in cable production.

And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And, further, to borrow or raise money for any purpose of the company, and to secure the same interest, or for other purposes, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

Conrado Fernandez, Esq.
5404 W. Flagler St.
Miami, FL 33134
(305) 443-2088
FBN. 511293

ARTICLE IV-CAPITAL STOCK

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PAGE 3/4

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and principal office of this Corporation shall be 6065 NW 167 STREET, #B-12, MIAMI LAKES, FL 33015 and the initial registered agent of this Corporation shall be EDWARD PEREZ whose address is 6065 NW 167 STREET, #B-12, MIAMI LAKES, FL 33015 who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI-BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than five (5). The names and addresses of the directors and officers constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
OSCAR A. MOURAS DIRECTOR/PRESIDENT SECRETARY	6065 NW 167 ST, #B-12 MIAMI LAKES, FL 33015
EDWARD PEREZ DIRECTOR/VICE PRESIDENT TREASURER	6065 NW 167 ST., #B-12 MIAMI LAKES, FL 33015

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ARTICLE VII-INCORPORATOR

The name and street of address of the person signing these Articles of Incorporation is:

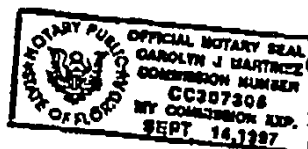
Name
EDWARD PEREZ

Address
6065 NW 167 ST., #B-12
MIAMI LAKES, FL 33015

EDWARD PEREZ

STATE OF FLORIDA)
COUNTY OF DADE) S.S.

The foregoing Articles of Incorporation of QDS, INC. were acknowledged before me this 9 day of MAY, 1997, by Incorporator.



CAROLYN J. MARTINEZ
NOTARY PUBLIC
My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for QDS, INC., at the place designated in the Articles of Incorporation EDWARD PEREZ agrees to act in this capacity, and agrees to comply with the provisions of Section 49.091 relative to keeping open such office.

Date: 5/9/97

EDWARD PEREZ
REGISTERED AGENT

PREPARED BY:
CONSUELO FERNANDEZ, ESQ.
5404 West Flagler St.,
Miami, FL 33134

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