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PINO & DICKS

AN AFFILIATION OF PROFESSIONAL CORPORATIONS
ATTORNEYS AND COUNSELORS AT LAW

520 CROWN OAK CENTRE DRIVE
LONGWOOD, FL 32750

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June 30, 1998

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

400002577814-19
-07/01/98--01079--006
*****70.00 *****70.00

Subject: Capital Quest International, Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$70.00 for the filing fee.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

Debi McDade

Debi McDade
Legal Assistant

Enclosures-stated

FILED
98 JUL -1 AM 8:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

hem 7-10-98

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CAPITAL QUEST INTERNATIONAL, INC.

ARTICLE II PRINCIPAL OFFICE

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

7028 W. Waters Avenue, Suite 343
Tampa, FL 33634

ARTICLE III SHARES

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

7,500

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

J.W. Dicks, Esq.
520 Crown Oak Centre Drive
Longwood, FL 32750

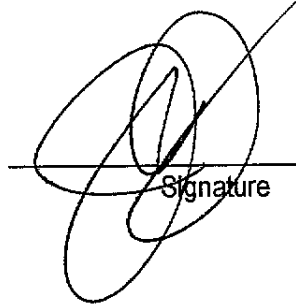
ARTICLE V INCORPORATOR

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

J.W. Dicks, Esquire
520 Crown Oak Centre Drive
Longwood, FL 32750

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation this 30 day of June, 1998.


Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

Filing Fee \$70.00

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

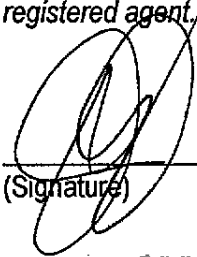
Capital Quest International, Inc.

2. The name and address of the registered agent and office is:

J.W. Dicks
520 Crown Oak Centre Drive
Longwood, FL 32750

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TALLAHASSEE, FLORIDA

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.


(Signature)

6/30/98
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314