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To:

Division of Corporations
Fax Number : (850) 922-4001

EFFECTIVE DATE

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From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Innovative Quality Resources, Inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 13, 1999

CORPORATE CREATIONS INTERNATIONAL

SUBJECT: INNOVATIVE QUALITY RESOURCES, INC.
REF: W99000000871

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

If you have any further questions concerning your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

FAX Aud. #: H99000000897
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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:
Innovative Quality Resources, Inc.

Article II. Address

The mailing address of the Corporation is:
Innovative Quality Resources, Inc.
812 Cape View Dr.
Ft. Myers FL 33919

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Carmen Dellutri, Esq.
2256 Heitman Street
Fort Myers FL 33901

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Barbara S. R. Daitch

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Carmen Dellutri | FL Bar Member 0044385
Law Offices of Carmen Dellutri, P.A.
2256 Heitman Street
Fort Myers FL 33901
941-461-3131

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator


The name and address of the incorporator is:

Carmen Dellutri
Law Offices of Carmen Dellutri, P.A.
2256 Heitman Street
Fort Myers FL 33901

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 12, 1999.

The undersigned incorporator executed these Articles of Incorporation on January 12, 1999.


CARMEN DELLUTRI
by G.K. Kuroda as attorney-in-fact

Carmen Dellutri | FL Bar Member 0044385
Law Offices of Carmen Dellutri, P.A.
2256 Heitman Street
Fort Myers FL 33901
941-461-3131

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

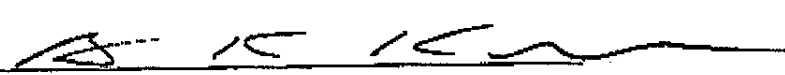
CORPORATION:

Innovative Quality Resources, Inc.

REGISTERED AGENT/OFFICE:

Carmen Dellutri, Esq.
2256 Heitman Street
Fort Myers FL 33901

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CARMEN DELLUTRI, ESQ.
by G.K. Kuroda as attorney-in-fact

Date: January 12, 1999.

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