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ACCOUNT NO. : 072100000032  
REFERENCE : 150444 96749A  
AUTHORIZATION :  
COST LIMIT : \$ 70.00

*Patricia Pignatelli*

ORDER DATE : February 26, 1999  
ORDER TIME : 2:36 PM  
ORDER NO. : 150444-015  
CUSTOMER NO: 96749A

400002789464--7

CUSTOMER: Rebecca J. Del Medico, Esq  
REBECCA J. DEL MEDICO, ESQ  
REBECCA J. DEL MEDICO, ESQ  
14 Tara Lakes Drive East  
Boynton Beach, FL 33436

DOMESTIC FILING

NAME: QUESTEL CORP.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

*CL*  
*3/1/99*

RECEIVED  
99 FEB 26 PM 3:53

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 26 PM 12:44

**ARTICLES OF INCORPORATION  
OF  
QUESTEL CORP.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 26 PM 12:44

**Article I Name**

The name of this corporation is Questel Corp..

**Article II Principal Address**

299 NE 191st Street  
PH-8  
Aventura, FL 33'80

**Article III Commencement**

This corporation shall commence on the date of the filing of these Articles.

**Article IV Purpose**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article V Capital Stock**

This corporation is authorized to issue 50,000,000 shares of, \$.0001 par value, common stock and 5,000,000 shares of, \$.0001 Par value, Preferred Stock, the rights and preferences of which shall be established by the corporation's Board of Directors.

**Article VI - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 14 Tara Lakes Drive East, Boynton Beach, Florida 33436 and the name and address of the initial registered agent is Rebecca J. Del Medico, Esq., 14 Tara Lakes Drive East, Boynton Beach, Florida 33436.

**Article VII Board of Directors**

The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

**Article VIII - Incorporator**

The name and address of the person signing these articles is:

Rebecca J. Del Medico  
14 Tara Lakes Drive East  
Boynton Beach, Florida 33436

**Article IX - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

**Article X - Indemnification**

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

**Article XI - Amendment**

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

**Article XII - Affiliated Transactions**

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

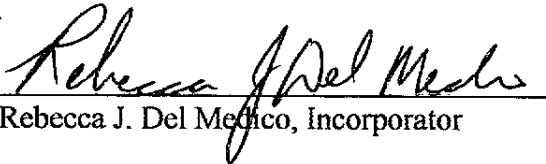
**Article XIII - Control-Share Acquisitions**

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

**Article XIV - Preemptive Rights**

The Shareholders of the corporation shall have no preemptive rights.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 23rd day of February 1999.

  
Rebecca J. Del Medico, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT **QUESTEL CORP.** (NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF

AVENTURA, STATE OF FLORIDA, HAS NAMED REBECCA J. DEL MEDICO, ESQ.  
(CITY) (STATE) (REGISTERED AGENT)

LOCATED AT 14 TARA LAKES DRIVE EAST

CITY OF BOYNTON BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: \_\_\_\_\_

Rebecca J. Del Medico

TITLE: Incorporator

DATE: February 23, 1999

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 26 PM 12:44

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: \_\_\_\_\_

Rebecca J. Del Medico, Registered Agent

DATE: February 23, 1999