



THE UNITED STATES
CORPORATION
COMPANY

P99000036443

ACCOUNT NO. : 072100000032

REFERENCE : 213360 * 7122013

AUTHORIZATION :

Patricia Pizote

COST LIMIT : \$ 78.75

ORDER DATE : April 21, 1999

ORDER TIME : 2:35 PM

ORDER NO. : 213360-005

700002846617--8

CUSTOMER NO: 7122013

CUSTOMER: Terrance J. Mullin, Esq.
TERRANCE J. MULLIN, P.A.
TERRANCE J. MULLIN, P.A.
Penthouse 2
2655 Lejeune Road
Coral Gables, FL 33134

DOMESTIC FILING

NAME: HQS INTERNATIONAL - USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS: _____

RECEIVED

99 APR 21 PM 3:35

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 APR 21 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*4/21/99
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ARTICLES OF INCORPORATION
OF
HQS INTERNATIONAL - USA, INC.

FILED
99 APR 21 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is HQS INTERNATIONAL - USA, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be upon the date of filing of these Articles with the Secretary of State.

ARTICLE III

NATURE OF BUSINESS

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

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to issue and have outstanding is 50,000 shares of common stock with a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134, and the name of the initial registered agent of this corporation at that address is Terrance J. Mullin, P.A.

ARTICLE VI

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 801 Brickell Avenue, Suite 914, Miami, Florida 33131.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The names and street addresses of the initial directors are as follows:

Carlos I. Santaella	801 Brickell Avenue Suite 914 Miami, Florida 33131
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Francisco E. Parreira	801 Brickell Avenue Suite 914 Miami, Florida 33131
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ARTICLE VIII

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: Terrance J. Mullin, Esq., 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134.

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who, at the request of the

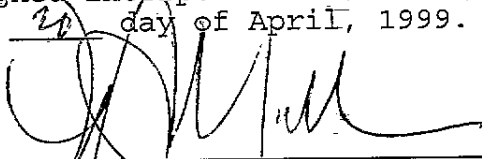
corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

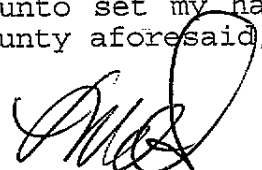
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of April, 1999.


TERRANCE J. MULLIN,
Incorporator

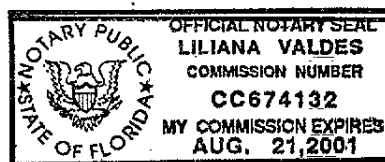
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **TERRANCE J. MULLIN** known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20 day of April, 1999.


Notary Public, State of
Florida
Print Name: Liliana Valdes
Commission No: _____

My commission expires:



CERTIFICATE OF REGISTERED AGENT OF

HQS INTERNATIONAL - USA, INC.

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted in compliance therewith:

That HQS INTERNATIONAL - USA, INC., desiring to organize under the laws of the State of Florida with its principal office in Miami, Florida, has named Terrance J. Mullin, P.A., 2655 LeJeune Road, Penthouse II, Coral Gables, Florida 33134, County of Miami-Dade, agent to accept service of process within the State.

A C K N O W L E D G M E N T

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.

Dated this 20 day of April, 1999.

TERRANCE J. MULLIN, P.A.

By: 

Terrance J. Mullin

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99 APR 21 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA