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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Q P COMPANY

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 11, 1999

FAS-T CORP

SUBJECT: Q P & COMPANY
REF: W99000010933

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 corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

IF THE WORD "AND OR THE SYMBOL" IS USED YOU MUST ADD A SUFFIX OR DELETE THE "&" SIGN.

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Neysa Culligan
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ARTICLES OF INCORPORATION
Of
Q P COMPANY

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation.

ARTICLE I

NAME

The name of this corporation shall be;
Q P COMPANY

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To conduct and operate any and all other kind of business or affairs authorized by the laws of the State of Florida and of the United States of America.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be one thousand (1,000) shares, \$1.00 par value. All of said stock shall be payable in cash, equipment, property, real or personal, labor or service in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

PREPARED BY: REYNALDO PEREZ
6844 S.W. 114th PLACE
STE. B
MIAMI, FLORIDA 33173
(305) 238-4003

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ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall begin business shall be Five Hundred Dollars, (\$ 500.00).

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless soon dissolved according to the law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said corporation shall be at 6844 S.W. 114th Place, Ste. B, Miami, Fl., 33173 with the privilege of having branch offices at other places within or without the State of Florida. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than one and no more than five. The number of directors may be increased or diminished, from time to time, by by-laws adopted by the stockholders.

ARTICLE VIII

DIRECTORS

The names and post office addresses of the First Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen, shall be:

| NAME | ADDRESS |
|----------------|--|
| Reynaldo Perez | 6844 S.W. 114th Place Suite B Miami, Florida 33173 |

ARTICLE IX

SUBSCRIBERS

The names and addresses of the initial subscribers signing these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

| NAME | ADDRESS | SHARE | CONSIDERATION |
|----------------|--|-------|---------------|
| Reynaldo Perez | 6844 S.W. 114th Place Suite B Miami, Fl. 33173 | 500 | \$ 500.00 |

ARTICLE X

AMENDMENT OF ARTICLES

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute or set out in the corporate By-Laws, so long as same does not conflict with the Florida Statutes.

ARTICLE XI
REGISTERED AGENT

The name and address of the initial registered agent of the corporation shall be:

Reynaldo Perez
6844 S.W. 114th Place
Suite B
Miami, Florida 33173

ARTICLE XII
OFFICERS

The names and addresses of the officers who will serve until the first election of appointment under these Articles of Incorporation are:

| NAME | ADDRESS | POSITION |
|----------------|--|------------|
| Reynaldo Perez | 6844 S.W. 114th Place Suite B Miami, Florida 33173 | President |
| Miriam Perez | 6844 S.W. 114th Place Suite B Miami, Florida 33173 | Vice-Pres. |

IN WITNESS WHEREOF, We the undersigned, being the original subscribers to the capital stock here in above named, for the purposes of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the stated are true, and do respectfully agree to take the number of shares hereinabove mentioned, and hereunto set our hands and seal, this 6th day of May, 1999.




REYNALDO PEREZ

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Reynaldo Perez, who is known to me to be the persons described in and who executed the foregoing Articles to be the act and deed of the signer respectively and respectfully, and the facts and matter therein set forth are true and correct.

WITNESS my hand and my seal at Miami, Dade County, Florida this 6 day of MAY, 1999.



NOTARY PUBLIC STATE OF FLORIDA AT LARGE

My Commission Expires

 **ARI WEINGRAD**
COMMISSION # CC 672738
EXPIRES AUG 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

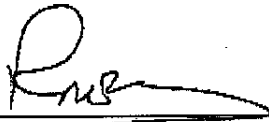
CERTIFICATE DESIGNATING PLACE OF BUSINESS DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

First, that Q P & COMPANY desiring to organize under the laws of the state of Florida, with its principal place of business at the County of Dade state of Florida, has named Reynaldo Perez of 6844 S.W. 114th Place, Ste. B, Miami, Florida 33173, as its agent to accept service of process within the state of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certification, 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.



REYNALDO PEREZ

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