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August 6, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002953541--5
-08/09/99-01023--002
*****70.00 *****70.00

Re: Q-Source, Inc.

Dear Sir/Madam:

Enclosed is an original and a copy thereof of Articles of Incorporation of Q-Source, Inc., a check in the amount of \$70.00 and a self-addressed stamped envelope.

Please file the original Articles of Incorporation at your earliest convenience. Please conform the copy and mail it back to me in the envelope provided.

Thank you for your assistance in this matter.

Sincerely,


Charles J. Cacciabeve

/cat
Enclosures

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99 AUG -9 AM 10:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
of
Q-SOURCE, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is Q-SOURCE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized to engage in any and all lawful business.

ARTICLE IV - POWERS

This corporation shall have all of the corporate powers permitted under the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

A. This corporation is authorized to issue 1,000,000 shares of \$.001 par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRINCIPAL OFFICE/MAILING ADDRESS

The initial principal office of the corporation shall be:

1792 Glenhaven Circle
Ocoee, Florida 34761

The corporation's mailing address shall be:

1792 Glenhaven Circle
Ocoee, Florida 34761

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 255 S. Orange Avenue, 16th Floor, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is Charles J. Cacciabeve.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than fifteen. The names and addresses of the initial directors of this corporation are:

Kevin Courtney
Post Office Box 195478
Winter Springs, Florida 32719

Charles J. Cacciabeve
Post Office Box 1171
Orlando, Florida 32802

ARTICLE IX - INCORPORATOR

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

Charles J. Cacciabeve
Post Office Box 1171
Orlando, Florida 32802

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XI - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

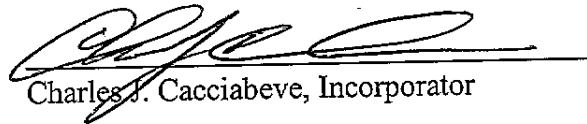
ARTICLE XII - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XIII - AMENDMENT


This 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of August, 1999.


Charles J. Cacciabeve, Incorporator

ACCEPTANCE BY REGISTERED AGENT

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.


Charles J. Cacciabeve
Date: 8/6/99

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