

*D97000014817*  
Law Offices  
of  
**GONANO & HARRELL**

DOUGLAS E. GONANO \*  
JOHN J. CAMPIONE

RIVERSIDE NATIONAL BANK BUILDING  
1600 South Federal Highway, Suite 200  
Fort Pierce, Florida 34950-5194  
Telephone (561) 464-1032  
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DANIEL B. HARRELL

\*Board Certified Real Estate Lawyer

Vero Beach Telephone  
(561) 231-1778

February 7, 1997  
Via Federal Express

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 14 PM 3:10

Ms. Eddy Harlee  
Landers and Parsons (904)681-0311  
310 West College Avenue  
Tallahassee, Florida 32302

Re: QANTUM INDUSTRIES, INC.  
Our File No. 1241.001

400002082224--9  
-02/10/97--01023--007  
\*\*\*122.50 \*\*\*122.50

Dear Eddy:

Enclosed herewith are 2 executed copies of Articles of Incorporation in connection with the above referenced corporation along with our checks to cover filing fees. Please cause the articles to be filed with the Secretary of State and return the certified copies to the attention of the undersigned via regular mail.

Thank you for your assistance.

Cordially,

*Douglas E. Gonano/jah*

DOUGLAS E. GONANO, ESQUIRE

DEG/jah  
Enclosures - as stated

RECEIVED  
96 FEB 10 AM 10:34  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Call when ready  
Call Eddy 681-0311*

*789,503,671  
9097-3285*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 10, 1997

EDDY HARLLEE  
LANDERS AND PARSONS  
310 WEST COLLEGE AVENUE  
TALLAHASSEE, FL 32302

SUBJECT: QUANTUM INDUSTRIES, INC.  
Ref. Number: W9700003285

We have received your document for QUANTUM INDUSTRIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

~~When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.~~

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 397A00006978

Call Eddy 681-0311

RECEIVED  
96 FEB 14 PM 2:50  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
QANTUM ANIMAL HEALTH, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 14 PM 3:10

**ARTICLE I - NAME**

The name of the corporation is: QANTUM ANIMAL HEALTH, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business of this corporation shall be: 7312 Commercial Circle, Ft. Pierce, FL 34951.

The mailing address of this corporation shall be: P.O. Box 12866, Ft. Pierce, FL 34979.

**ARTICLE III - DURATION**

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of the State of Florida, unless sooner dissolved according to law.

**ARTICLE IV - PURPOSE**

This corporation is organized to engage in any or all lawful business for which corporations may be incorporated in this jurisdiction. This corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in Florida Statutes, Section 607.0302.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of Fifty Cent (\$.50) par value common stock which shall be fully paid and nonassessable. The stock of this corporation shall be issued, assigned and/or transferred in strict accordance with such bylaws as the corporation shall from time to time make with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 1600 S. Federal Highway, Suite 200, Ft. Pierce, FL 34950-5194. The name of the initial registered agent of this corporation at that address is: DOUGLAS E. GONANO.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by amending the bylaws to reflect the same, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Arthur Blanchard  
86 Warford Road  
Frenchtown, NJ 08825

### ARTICLE VIII - INDEMNIFICATION OF DIRECTORS

(a) The corporation may, by resolution of its Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful.

(b) The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

#### ARTICLE IX - INITIAL OFFICERS

The initial officers of the corporation are as follows:

President:	ARTHUR BLANCHARD
Vice President:	vacant
Treasurer:	vacant
Secretary:	ARTHUR BLANCHARD

#### ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is:  
DOUGLAS E. GONANO, 1600 S. Federal Highway, Suite 200, Ft. Pierce, FL 34950-5194.

#### ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested solely in the Board of Directors.

#### ARTICLE XII - AMENDMENT

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

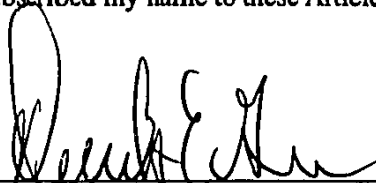
**ARTICLE XIII - PREEMPTIVE RIGHTS AUTHORIZED**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by these Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

B. Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation this 7th day of February, 1997.

  
\_\_\_\_\_  
DOUGLAS E. GONANO, ESQUIRE

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, this day personally appeared DOUGLAS E. GONANO, ESQUIRE, known to me and known by me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed those Articles for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this  
7th day of FEB., 1997.

*Jo Anne Honkonen*

Notary Public  
State of Florida at Large

My Commission Expires:



Jo Anne Honkonen  
MY COMMISSION # GCS88290 EXPIRES  
October 18, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.



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February 7, 1997  
Via Federal Express

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(b) The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit, or other proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

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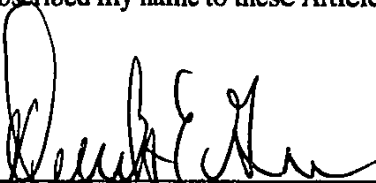
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B. Any obligation that the corporation may issue or sell that is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation this 7<sup>th</sup> day of February, 1997.

  
\_\_\_\_\_  
DOUGLAS E. GONANO, ESQUIRE

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, this day personally appeared DOUGLAS E. GONANO, ESQUIRE, known to me and known by me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed those Articles for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this  
7th day of FEB., 1997.

*Jo Anne Honkonen*

Notary Public  
State of Florida at Large

My Commission Expires:



Jo Anne Honkonen  
MY COMMISSION # CC568290 EXPIRES  
October 18, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

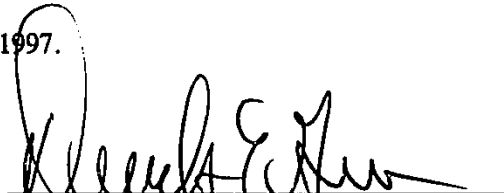


ACCEPTANCE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 11 AM 3:10

HAVING BEEN named as registered agent and to accept service of process for the above-named 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 relative 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 7th day of February, 1997.

  
DOUGLAS E. GONANO, ESQUIRE  
Registered Agent