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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
QUANTUM TECHNOLOGY SERVICES, INC.**

In accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act"), the articles of incorporation of Quantum Technology Services, Inc., a Florida corporation (the "Corporation"), are hereby amended and restated (the "Amended and Restated Articles of Incorporation") to read in their entirety as follows:

ARTICLE I

Name

The name of the Corporation is Quantum Technology Services, Inc.

ARTICLE II

Purpose and General Powers

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

ARTICLE III

Capital Stock

A. **Number and Class of Shares Authorized; Par Value.** The aggregate number of shares the Corporation has the authority to issue is Two Million Five Hundred Thousand (2,500,000) shares with a par value of One Cent (\$.01) per share. The Corporation shall have the following two classes of shares more fully described below: (i) common stock; and (ii) preferred stock:

(1) **Common Stock.** The aggregate number of shares of common stock (referred to in these Amended and Restated Articles of Incorporation as "Common Stock") which the Corporation shall have the authority to issue is Two Million (2,000,000) shares with a par value of One Cent (\$.01) per share.

(2) **Preferred Stock.** The aggregate number of shares of preferred stock (referred to in these Amended and Restated Articles of Incorporation as "Preferred Stock") which the Corporation shall have the authority to issue is Five Hundred Thousand (500,000) shares with a par value of One Cent (\$.01) per share. No action that would affect the powers, preferences, rights, privileges, or other terms of the Preferred Stock in a material adverse manner shall be taken by the Corporation (including amending or modifying any of the terms of these Amended and Restated Articles of Incorporation) without the written consent of the ESOP

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Trustee (as defined below). No modification of these Amended and Restated Articles of Incorporation, and no action of the Board of Directors of the Corporation, shall establish, create, or authorize any series or class of stock of the Corporation that ranks senior to the Preferred Stock in respect of the right to receive dividends, or in respect of the right to participate in any distribution upon liquidation, dissolution, or winding up of the affairs of the Corporation, without the written consent of the ESOP Trustee.

B. Description of Shares of Capital Stock.

(1) Dividend Rights.

(a) Common Stock. No dividends (other than those payable solely in shares of Common Stock) shall be paid on the Common Stock during any fiscal year of the Corporation until the Preferred Dividend (as defined below) has been paid or declared and set apart during or in respect of that fiscal year and any prior fiscal year in which dividends accumulated but remain unpaid, and the Preferred Stock shall participate pari passu on any dividend on the Common Stock.

(b) Preferred Stock. Notwithstanding the provisions of Section B(1)(a), the holders of each share of Preferred Stock shall be entitled to receive cumulative preferential dividends in cash (the "Preferred Dividend") at a rate equal to \$.92 per share (subject to equitable adjustment whenever there shall occur a stock dividend, stock split, combination, reorganization, recapitalization, reclassification or other similar event involving the Preferred Stock) for each full twelve-month period that such share is outstanding payable out of funds legally available for this purpose until the earlier of (i) the tenth anniversary of the Closing Date (as defined below); or (ii) such time as the ESOP Loan (as such term is defined in that certain ESOP Loan Agreement dated on or about the Closing Date by and among Freddie Garcia, Jr., the Corporation and the Trustee of the Employee Stock Ownership Trust for Employees of Quantum Technology Services, Inc. (the "ESOP Trustee")) is paid in full. The Preferred Dividend shall be payable for each full twelve-month period following the date of the ESOP Trustee's initial purchase of Preferred Stock (the "Closing Date") on dividend dates to be determined by the Board of Directors. For each twelve-month period following the Closing Date until the ESOP Loan is paid in full, the amount of the aggregate dividend payment to the holders of the Preferred Stock shall not exceed the amount of payments made on the ESOP Loan during such twelve-month period, provided, that if Preferred Dividends are limited by this sentence, the Corporation shall pay any accrued but unpaid Preferred Dividends as soon as such restriction lapses.

(2) Voting Rights.

Each record holder of Common Stock and Preferred Stock shall be entitled to one vote for each share held. Holders of Common Stock and Preferred Stock shall have no cumulative voting rights in any election of directors of the Corporation.

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(3) Preemptive Rights.

Holders of Common Stock and Preferred Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

(4) Dissolution, Liquidation or Winding Up.

In the event of any liquidation, dissolution or winding up of the Corporation ("Liquidation Event"), either voluntarily or involuntarily, the holders of Preferred Stock shall be entitled to be paid ratably on a per share basis, out of the assets of the Corporation available for distribution to its stockholders, an amount equal to the Preferred Liquidation Payment (as defined below) before any payment shall be made or any assets distributed to the holders of the Common Stock. The "Preferred Liquidation Payment" shall be an amount equal to (x) Two Million Seven Hundred Sixty Thousand Dollars (\$2,760,000), less (y) the aggregate amount of all Preferred Dividends previously paid by the Corporation; provided, that in the event the ESOP Loan has been paid in full prior to such Liquidation Event, the Preferred Liquidation Payment amount shall be zero (\$0). Upon a Liquidation Event, the holders of Preferred Stock shall participate *pari passu* with the holders of the Common Stock (ratably in proportion to the number of shares of stock held by them, respectively) in the distribution of the assets and funds of the Corporation available for distribution upon a Liquidation Event after payment of any Preferred Liquidation Payment. For purposes of this Section B(4), a liquidation, dissolution, or winding up of the Corporation shall be deemed to include the occurrence of any of the following events subsequent to the Closing Date: (A) the Corporation shall be merged into or consolidated with another corporation, or another corporation shall be merged into the Corporation, in either event where less than fifty percent (50%) of the total voting power of the surviving corporation is represented by shares held by persons who were stockholders of the Corporation immediately prior to the merger or consolidation; or (B) the Corporation shall have sold or leased all or substantially all of its assets to another corporation or to another entity or person.

(5) Conversion of Preferred Stock.

Upon payment in full of the ESOP Loan, each share of Preferred Stock shall be automatically converted (the "Automatic Conversion") (without any further act) into Common Stock at a ratio (the "Conversion Ratio") of one (1) share of Preferred Stock for one (1) fully-paid and nonassessable share of Common Stock (the Conversion Ratio shall be subject to equitable adjustment whenever there shall occur a stock dividend, stock split, combination, reorganization, recapitalization, reclassification or other similar event involving the Preferred Stock), such that the Corporation shall have authorized, issued and outstanding thereafter only shares of Common Stock upon the payment in full of the ESOP Loan.

Furthermore, the ESOP Trustee shall be entitled at any time to convert all but not less than all the shares of Preferred Stock into shares of Common Stock at the Conversion Ratio. To convert shares of Preferred Stock into shares of Common Stock, the ESOP Trustee shall give written notice to the Corporation (the "Conversion Notice"). The Conversion Notice shall state the number of shares of Preferred Stock (the "Conversion Shares")

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that are to be converted into shares of Common Stock and shall specify a date for the conversion, which date shall not be earlier than the date of the Conversion Notice. The Conversion Notice shall be accompanied by the certificate or certificates representing the Conversion Shares, duly assigned and endorsed for transfer to the Corporation (or accompanied by duly executed stock powers).

(6) Reservation of Stock Issuable Upon Conversion.

The Corporation shall at all times reserve and keep available sufficient authorized but unissued shares of Common Stock, as shall from time to time be sufficient to effect the conversion of all outstanding shares of Preferred Stock under Section B(5). If at any time, the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Preferred Stock, the Corporation shall take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Amended and Restated Articles of Incorporation.

ARTICLE IV

Duration

This Corporation shall have perpetual duration unless sooner dissolved according to law.

ARTICLE V

Principal Place of Business

The principal place of business and mailing address of the Corporation shall be 1980 North Atlantic Avenue #700, Cocoa Beach, Florida 32931 or at such other address as may be determined by the Board of Directors from time to time.

ARTICLE VI

Directors

This Corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the shareholders, but shall never have less than one (1).

ARTICLE VII

Amendment

Subject to the express limitations set forth in these Amended and Restated Articles of Incorporation, this Corporation reserves the right to amend or repeal any provisions contained in

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these Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE VIII

Headings and Captions

The headings or captions of these various Amended and Restated Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

The board of directors of the Corporation recommended by unanimous written consent dated March 2, 2006 that the shareholders adopt the foregoing Amended and Restated Articles of Incorporation, and the shareholders approved the foregoing Amended and Restated Articles of Incorporation by unanimous written consent of the shareholders of the Corporation dated March 2, 2006.

QUANTUM TECHNOLOGY SERVICES,
INC.

By: 

Freddie Garcia, Jr., President

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**CERTIFICATE TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
QUANTUM TECHNOLOGY SERVICES, INC.**

The undersigned, Freddie Garcia, Jr., President of Quantum Technology Services, Inc., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. The amendment and restatement of the Corporation's articles of incorporation as attached hereto requires shareholder approval.

2. The board of directors of the Corporation recommended by unanimous written consent dated March 2, 2006, that the sole shareholder of the Corporation approves, and the sole shareholder approved by unanimous written consent dated March 2, 2006, the amendment and restatement of the Corporation's articles of incorporation as attached hereto in accordance with Sections 607.1003 and 607.1006 of the Florida Statutes.

3. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Florida Department of State for filing in accordance with Section 607.1007, Florida Statutes.

QUANTUM TECHNOLOGY SERVICES,
INC.

By: 

Freddie Garcia, Jr., President