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Phone : (305)541-3694
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FLORIDA NON-PROFIT CORPORATION
Q.UANTUM.LT. CORP.,

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THE ARTICLES OF INCORPORATION

FOR

Quantum.I.T. CORP.

THE UNDERSIGNED, acting as incorporator of a not for profit corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION
Quantum.I.T. CORP.

ARTICLE I

The name of the corporation shall be amended to be:

Quantum.I.T. CORP.

ARTICLE II

The principle place of business and the mailing address of this corporation shall be:

Quantum.I.T. Corp.

13899 Biscayne Blvd. / Suite 142

Miami, Florida 33181

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to act as a library for software and other intellectual property and to receive, archive, maintain, and redistribute the software and any other form of intellectual property regarding

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the purchasing and delivery of products or what is otherwise known as vertical integration, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of said software or intellectual property and the income and principal derived thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purpose for which the corporation is organized shall be: to collect, gather, maintain, archive, redistribute all software and intellectual property rights of any individual or corporation who shall donate same to the herein non-profit entity, for the purpose of providing access to said software and any intellectual property to any other organization or individual engaged in the sale or delivery of goods or both and who donate more than 15% of its net revenues to charitable purposes as the term is defined in the Internal Revenue Code of the United States.
3. To solicit funds and donations in kind, from time to time, in order to further the purposes of this corporation.
4. To acquire and receive by purchase, donation or otherwise, any software or other form of intellectual property, and to hold, use and dispose of the same.
5. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed or trust, or other lien.

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6. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.
7. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.
8. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Trustee or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.
9. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal

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Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

10. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.
11. The corporation shall have such powers as are conferred upon it by chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.
12. The By-Laws may impose other conditions of membership from time to time.

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ARTICLE IV

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The manner in which the Board of Trustees are elected or appointed shall be: as stated in by-laws as amended from time to time.

ARTICLE V

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

Michael R. Presley, Esq.
2455 E. Sunrise Blvd. - Suite 320
Fort Lauderdale, Florida 33304

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be:

Michael R. Presley, Esq.
2455 E. Sunrise Blvd. - Suite 320
Fort Lauderdale, Florida 33304

ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, and Secretary and a Treasurer and such other officers as may from time to time be created

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by the Board of Trustees. The names of the Officers and the office they shall hold until the first election shall be:

Andreas Kozma
20505 East Country Club Drive
Apt. 1233
Aventura, Fl.

President

Michael R. Presley, Esq.
5211 Princeton Way
Boca Raton, Florida

Secretary/Treasurer

Abdel Ilah Awada
schaidlerstrasse 13
81379 Munich, Ger.

Vice-President

ARTICLE VIII

The members of the Board at Trustees shall never be less than three (3) in number. The Board of Trustees shall consist of three (3) persons whose names and addresses are as follows and who shall serve as Trustees until the first election:

Andreas Kozma
20505 East Country Club Drive
Apt. 1233
Aventura, Fl.

Abdel Ilah Awada
schaidlerstrasse 13
81379 Munich, Ger.

Michael R. Presley
5211 Princeton Way
Boca Raton, Florida

ARTICLE IX

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These Articles of Incorporation may be amended by a majority vote of the Board of Trustees at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board of Trustees.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the by-laws promulgated by the Board of Trustees in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said by-laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE X

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Trustees at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

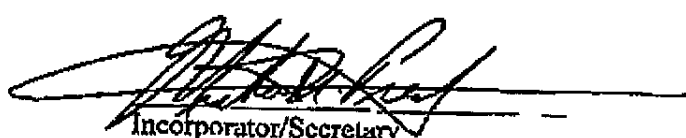
ARTICLE XI

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The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Trustees. At such meeting Trustees shall be elected or appointed in accordance with the By-Laws.

The undersigned incorporator and member of the Board of Trustees has executed these Articles of Incorporation on this 24th day of April, 2000, with the approval of the majority of the Board of Trustees.



Incorporator/Secretary
Michael R. Presley, Esq.
for and on behalf of
Quantum.I.T. Corporation

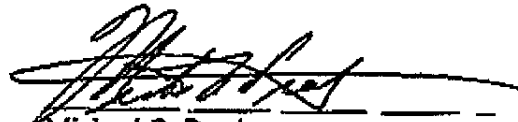
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**CERTIFICATE DESIGNATING PLACE OF DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48 of the Florida Statutes, the following is submitted, in compliance with said Act:

First, that Quantum.I.T. Corp., having organized under the laws of the State of Florida, with its principal address indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Michael R. Presley, Esq., located at 2455 F. Sunrise Blvd., Suite 320, Fort Lauderdale, Florida 33304 as its agent to accept service of process within the State.


Michael R. Presley, agent

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