

P01000030881

Steven Arnold (the incorporator)
1985 South Ocean Drive, Suite 20-Q
Hallandale Florida U.S.A. 33009

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee Fl. U.S.A. 32314

600003893326--7
-03/22/01--01036--016
*****78.75 *****78.75

March 5, 2001

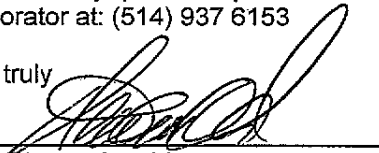
Enclosed please find Articles of Incorporation for a for the purpose of becoming a corporation for profit under the laws of the State of Florida. Please file these with the appropriate authorities.

Please find enclosed a check for \$78.75 payable to the Florida Department of State to cover the filing costs and fees.

Please send a certified and stamped copy of the articles of incorporation to: Steven Arnold
1985 South Ocean Drive, Suite 20-Q, Hallandale Florida U.S.A. 33009. I have included a pre-addressed stamped envelope for this purpose

If you have any questions please call the incorporator at telephone number: (514) 937 5673 or fax the incorporator at: (514) 937 6153

Yours truly


Steven Arnold

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 22 AM 8:04

FILED

F. CHESTER

MAR 27 2000

I/we, the undersigned, hereby make, subscribe, acknowledge and file these articles of incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida and do hereby further certify that i/we have become such corporation under and pursuant to the following articles of incorporation:

Article 1

Name

The name of the corporation is: **Quantum Holdings Inc.** hereinafter referred to as the Corporation

Article 2

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida as they may be amended from time to time.

Article 3

Capital stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is: One thousand (1,000) shares with no par value.

Article 4

Initial capital

The amount of capital with which this corporation shall begin business, is not less than \$100.00.

Article 5

Term of existence

The corporation shall have perpetual existence.

Article 6

Office address

The initial Street address of the principal office of this corporation in the State of Florida shall be and is:

Suite 20-Q
1985 South Ocean Drive,
Hallandale Florida U.S.A. 33009

The corporation may maintain offices and/or transact business at other locations either within or without the State of Florida

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 22 AM 8:04

FILED

Article 7

Mailing address

The initial mailing address of the corporation shall be:

Suite 20-Q
1985 South Ocean Drive,
Hallandale Florida U.S.A. 33009

Article 8

Directors

The corporation shall never have less than one director.

The officers of this corporation shall be a president, a secretary, a treasurer and such other officers, agents and factors as may be deemed necessary, including one or more vice presidents. All officers, Agents and Representatives shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the board of directors.

Article 9

Board of directors

The name and address of the first Board of Directors, who subject to the provision of this certificate of incorporation, by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and qualified are.

<u>Office</u>	<u>Name</u>	<u>Address</u>
President Secretary Treasurer	Steven Arnold	Suite 20-Q 1985 S. Ocean Drive, Hallandale Florida, U.S.A. 33009

Article 10

Subscribers and shareholders

The initial value of the consideration for the shares of stock of this corporation, the initial name and address of the subscribers of these shares and the initial number of shares of stock that have been agreed to and issued are:

<u>Consideration</u>	<u>Name & shares</u>	<u>Address</u>
\$100.00 and services rendered	Steven Arnold 100 shares	Suite 20-Q 1985 S. Ocean Drive, Hallandale Florida, U.S.A. 33009

Article 11

Registered Agent and Registered Agent's address

The name and initial address the initial registered agent of the corporation is:

<u>Remarks</u>	<u>Name</u>	<u>Address</u>
	Steven Arnold	Suite 20-Q 1985 S. Ocean Drive, Hallandale Florida, U.S.A. 33009

Article 12

Incorporator

The name and mailing address of the incorporator is as follows:

<u>Remarks</u>	<u>Name</u>	<u>Address</u>
	Steven Arnold	Suite 20-Q 1985 S. Ocean Drive, Hallandale Florida, U.S.A. 33009

Article 13

No Personal Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

Article 14

Right to Amend, Alter, Change and Repeal

The 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 law and as provided for herein, and all rights conferred on stockholders therein are granted subject to this reservation.

Every, amendment addition repeal and alteration to the articulated of incorporation, issue change or repeal of shares, pledging or banking arrangement of the company shall be approved by a majority vote of a quorum of the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by 51% of the stock entitled to vote thereon and shall be evidenced by a written statement of approval signed by the approving stockholders.

In witness whereof, I the undersigned incorporator have hereunto set my hand this March 5, 2001 A.D. for the purpose of forming this corporation under the office of the Secretary of State of the State of Florida, those articles of incorporation and certify that the facts herein stated are true.



Steven Arnold
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 22 AM 8:04

FILED

Acceptance of registered agent designated in articles of incorporation

Steven Arnold having an address identical with the registered office of the corporation named above and having being designated as the registered agent in the above and foregoing articles is familiar with and accepts the obligations of the position of registered agent under section 607.0505, florida statutes.

By: _____



Steven Arnold

Dated: March 5, 2001