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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FERNAND LAMOTHE, INC.
Account Number : 105057001570
Phone : (954) 922-1313
Fax Number : (954) 922-9569

**FLORIDA PROFIT CORPORATION OR P.A.
QUANTHEALTH SYSTEMS CORP.**

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

QUANTHEALTH SYSTEMS CORP.

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be **QUANTHEALTH SYSTEMS CORP.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is
2400 E. Las Olas Blvd, # 130, Fort Lauderdale, FL 33301-1529

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is **FOURTY MILLIONS (40,000,000) shares Class A of Common Stock, par value \$0.001 per share.**

The aggregate number of shares which the corporation is authorized to issue is **THREE MILLIONS (3,000,000) shares Class B of Preferred Stock, par value \$1.00 per share non-participating, non-voting, with 10% Fix Cumulative Dividend payable yearly in either one of the two explicit forms, at the holder's option:**

- Class A of Common Stock, that is 1 Common stock Class A for each 5 preferred stock Class B. This dividend payment can only take place for **THREE** times, that is for a total duration of 36 months from the issue date of a Class B share.
- \$0.10 cash payment per each 1 preferred stock Class B, until conversion or redemption takes place, as per the rules defined below.

The company has the option to redeem each preferred stock Class B at its par value any time after 24 months from the issue date. A Class B stock owner has the option to convert these stocks at any time, in Class A of Common Stock upon written request by the owner, at the set rate of 1 Preferred Stock Class B for 5 Common stock class A. First written notice issue will be applicable. Dividend prorates payments cease on redeemed or converted stocks.

Fernand Lamothe
Chartered Accountant
1401 Dewey Street
Hollywood, Fl. 33020-6136
(954) 922-1313

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ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Fernand Lamothe, Chartered Accountant, 1401 Dewey Street, Hollywood, Florida 33020-6136.

ARTICLE VI INCORPORATOR

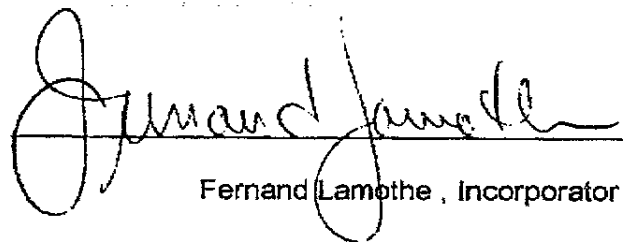
The name and street address of the incorporator to these Articles of Incorporation is:

Fernand Lamothe
Chartered Accountant
1401 Dewey Street, Hollywood,
Florida, 33020-6136

The Corporation shall have ONE (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the Director are:

Ali Lari-Lavassani President and Secretary, 3143 Clint Moore Road, Apt # 203, Boca Raton, Florida. 33496

The undersigned has executed these Articles of Incorporation this 3rd day of March, 2003.


Fernand Lamothe , Incorporator

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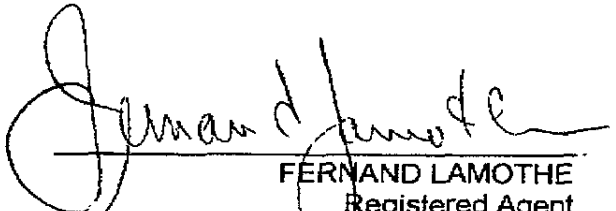
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CERTIFICATE DESIGNATING THE ADDRESS

AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: March 3, 2003.


FERNAND LAMOTHE
Registered Agent

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