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Division of Corporations

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Account Name : RAFFERTY, HART, STOLZENBERG, GELLES & TENENHOLTZ, P.A.  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**ORION, INC.**

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda H. Hood  
Secretary of State

July 12, 2004

RAFFERTY, HART, STOLZENBERG, ET AL, P.A.

SUBJECT: ORION, INC.  
REF: W04000026311

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Doris Brown  
Document Specialist  
New Filings Section

FAX Aud. #: H04000142052  
Letter Number: 804A00044218

We are resubmitting herewith the Articles of Incorporation under the new name selected: QUANTUM MORTGAGE FUNDING, CORP. Please file same.

Thank you.

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

2004 JUL 19 A 8:59

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

QUANTUM MORTGAGE FUNDING, CORP

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

ARTICLE I

The name of the corporation is QUANTUM MORTGAGE FUNDING, CORP. (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue 5,000 shares of common stock, with a par value of \$.001.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 701 Brickell Key Blvd, Unit # 1509, Miami, FL 33131.

ARTICLE V

The street address of the Corporation's initial registered office is Thomas J. Hess, Esq., Thomas J. Hess, P.A., 1401 Brickell Ave, Suite 825, Miami, FL 33131.

ARTICLE VI

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive

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discretion, on such terms and conditions as it shall determine, to indemnify or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

**ARTICLE VII**

The name and address of the incorporator of the Corporation is Thomas J. Hess, Esq., 1401 Brickell Avenue, Suite 825, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 16th day of July, 2004.




Thomas J. Hess  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for QUANTUM MORTGAGE FUNDING, CORP., at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 16th day of July, 2004.

  
Thomas J. Hess, Esq.

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