

P07000018937

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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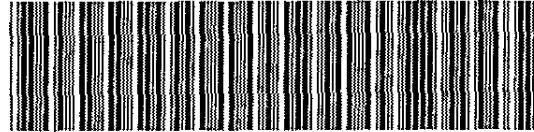
(Business Entity Name)

(Document Number)

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01/25/07--01020--017 \*\*78.75

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2007 FEB 12 PM 3:33  
SECRETARY OF STATE  
HILLHASEN COURT

W07-4504

T. Hampton FFR 1 2 2007



January 22, 2007

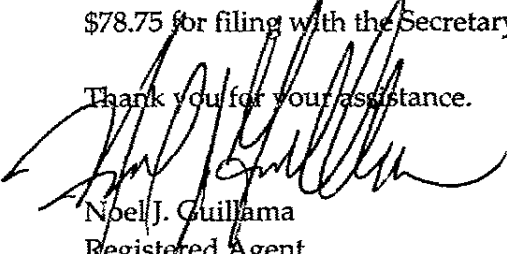
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Q-Care Systems, Inc.  
Articles of Incorporation

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation of Q-Care Systems, Inc. and the fee of \$78.75 for filing with the Secretary of State and a certified copy for our records.

Thank you for your assistance.

  
Noel J. Guillama  
Registered Agent

Enclosures

3420

3460 fairlane farms road ■ suite <sup>C</sup> ■ wellington, florida 33414 ■ 561.798.9800 office ■ 561.296.3456 fax  
www.TheQuantumGroupInc.com

THE QUANTUM GROUP, INC.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 26, 2007

NOEL J GUILLAMA  
THE QUANTUM GROUP INC  
3460 FAIRLAND FARMS RD - STE  
WELLINGTON, FL 33414

New address is  
3420 Fairlane Farms Rd  
Suite C

SUBJECT: Q-CARE SYSTEMS, INC.  
Ref. Number: W07000004506

Please - see Articles of Incorporation  
for correct address

We have received your document for Q-CARE SYSTEMS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Document Specialist  
New Filing Section

Letter Number: 907A00006458

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ARTICLES OF INCORPORATION

2007 FEB 12 PM 3:33

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Q-Care Systems, Inc.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.  
NAME

The name of the Corporation shall be **Q-Care Systems, Inc.** The principal place of business shall be:

3420 Fairlane Farms Road, Suite C  
Wellington, Florida 33414

ARTICLE II.  
NATURE OF BUSINESS

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

ARTICLE III.  
CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time shall be two hundred million (200,000,000) shares which are to be divided in two classes as follows:

One Hundred Eighty million (180,000,000) shares of Common Stock, \$0.0001 par value per share and twenty million (20,000,000) shares of Preferred Stock having a par value of \$.0001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.



ARTICLE IV.  
ADDRESS

The street address of the Corporation is:  
3420 Fairlane Farms Road, Suite C  
Wellington, Florida 33414

ARTICLE V.  
TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI.  
DIRECTORS

This Corporation shall have two Directors initially. Additional directors will be able to be named by the first and subsequent Board of Directors in compliance the Corporation's by laws. The names and address of the initial members of the Board of Directors are:

Noel J. Guillama  
C/O The Quantum Group  
3420 Fairlane Farms Road, Suite C  
Wellington, Florida 33414

Susan D. Guillama  
3420 Fairlane Farms Road, Suite C  
Wellington, Florida 33414

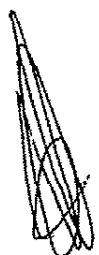
Donald B. Cohen  
3420 Fairlane Farms Road, Suite C  
Wellington, Florida 33414

ARTICLE VII.  
INCORPORATOR

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

Noel J. Guillama  
C/O The Quantum Group  
3420 Fairlane Farms Road, Suite C  
Wellington, Florida 33414

ARTICLE VIII.  
INITIAL REGISTERED OFFICE AND AGENT



The street address of the initial registered office of this Corporation is 3420 Fairlane Farms Road, Suite C, Wellington, Florida 33414, and the name of the initial registered agent of this Corporation at that address is: Noel J. Guillama.

ARTICLE IX.  
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X.  
LIMITATIONS ON SHAREHOLDERS SUITS

Shareholders shall not have a cause of action against the Company's officers, Directors or agents as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

ARTICLE XI.  
AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 22<sup>nd</sup> day of January, 2007.

  
\_\_\_\_\_  
Noel J. Guillama

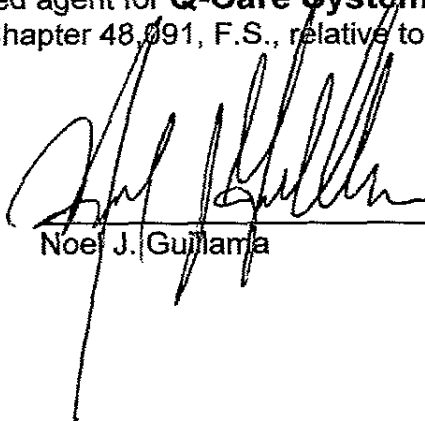
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

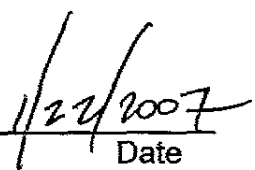
The following is submitted in accordance with the requirements of Chapter 48.091,  
Florida Statutes:

**Q-Care Systems, Inc.**, desiring to organize under the laws of the State of Florida  
with its principal street address, as indicated in the Articles of Incorporation, in  
Wellington-Palm Beach County, State of Florida, has named Noel J. Guillama, 3420  
Fairlane Farms Road, Suite C, Wellington, Florida 33414, as its agent to accept service  
of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated Corporation at  
the place designated in this Certificate, I hereby am familiar with and accept the duties  
and responsibilities as registered agent for **Q-Care Systems, Inc.**, and I agree to  
comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

  
\_\_\_\_\_  
Noel J. Guillama

  
\_\_\_\_\_  
Date