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FLORIDA PROFIT/NON PROFIT CORPORATION

QOTIENT CORP.

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**ARTICLES OF INCORPORATION
OF
QOTIENT CORP.**

The undersigned, being a natural person competent to contract, does make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation is **Qotient Corp.**

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 2727 E. Oakland Park Boulevard, Suite 205, Ft. Lauderdale, FL 33306.

**ARTICLE V
CAPITAL STOCK**

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be Thirty Million (30,000,000) shares, of which:

(i) Twenty-Nine Million (29,000,000) shares shall be designated Common Stock, \$0.01 par value. Each issued and outstanding share of Common Stock shall be entitled to one (1) vote on each matter submitted to vote at a meeting of the shareholders;

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(ii) One Million (1,000,000) shares shall be designated Preferred Stock. The Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, shall be authorized to divide and establish any or all of the unissued shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 2727 E. Oakland Park Boulevard, Suite 205, Ft. Lauderdale, FL 33306. The name of the Corporation's registered agent at that office is Kirsten Fisch.

ARTICLE VII INITIAL DIRECTORS

This Corporation shall have one (1) Director initially. Provided that the corporation has at least one director, the number of directors may at any time be increased or decreased to a maximum of nine (9) as provided in the bylaws. The name and address of the initial Director of this Corporation is Kirsten Fisch, 2727 E. Oakland Park Boulevard, Suite 205, Ft. Lauderdale, FL 33306.

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Kirsten Fisch, 2727 E. Oakland Park Boulevard, Suite 205, Ft. Lauderdale, FL 33306.

ARTICLE IX AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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**ARTICLE X
CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

**ARTICLE XI
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on this 12th day of December, 2007.


Kirsten Fisch, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **Qotient Corp.**, a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 12th day of December, 2007.


Kirsten Fisch
Registered Agent