

**Electronic Articles of Incorporation
For**

P08000035130
FILED
April 07, 2008
Sec. Of State
jshivers

QUANTUM HOLDINGS FUND INC.

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

Article I

The name of the corporation is:

QUANTUM HOLDINGS FUND INC.

Article II

The principal place of business address:

5295 TOWN CENTER ROAD
FOURTH FLOOR
BOCA RATON, FL. 33486

The mailing address of the corporation is:

5295 TOWN CENTER ROAD
FOURTH FLOOR
BOCA RATON, FL. 33486

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

BRIAN GARRAHAN
5295 TOWN CENTER ROAD
FOURTH FLOOR
BOCA RATON, FL. 33486

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: BRIAN GARRAHAN

Article VI

The name and address of the incorporator is:

BRIAN GARRAHAN
5295 TOWN CENTER ROAD
FOURTH FLOOR
BOCA RATON, FL. 33486

Incorporator Signature: BRIAN GARRAHAN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
BRIAN BARAHAN
5295 TOWN CENTER
BOCA RATON, FL. 33486

Title: VP
TED DOUKAS
5295 TOWN CENTER ROAD
BOCA RATON, FL. 33486

Article VIII

The effective date for this corporation shall be:

04/07/2008