

P95000012651

— F. GOMEZ —
— 7907 NW 53 STREET —
— SUITE 344 —
— MIAMI, FL 33166 —
(City, State, zip) (Phone #)

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-02/14/95--01088--012
***122.50 ***122.50

OFFICE USE ONLY

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 13 AM 9:39

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CR2E031(10/92)

Examiner's Initials

2-15
KAN

Articles of Incorporation
of
The Quantus Group, Inc.

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ARTICLE I-NAME

The name of the corporation is The Quantus Group,
Inc.

ARTICLE II-DURATION

The corporation shall have perpetual existence,
unless sooner dissolved in accordance with the laws of the
State of Florida.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of
transacting any and all business permitted under the laws of
the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue five
hundred (500) shares of one (\$1.00) Dollar par value common
stock, which shall be designated "Common Stock".

ARTICLE V-PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any
new stock of this corporation of the same kind, class or
series as that which he already holds, shall have the right
to purchase his pro rata share thereof (as nearly as May be
done without issuance of fractional shares) at the price at
which it is offered to others.

ARTICLE VI-INITIAL REGISTERED
OFFICE AND AGENT

The address of the initial registered office of
this corporation is 7907 NW 53rd Avenue, Suite 344, Miami,
Florida 33166 and the name of the initial registered agent of
this corporation at that address is Fernando Gomez.

ARTICLE VII-INITIAL BOARD OF
DIRECTORS

This corporation shall have one (1) director
initially. The number of directors may be either increased or
diminished from time to time by the Bylaws but shall never be
less than one (1).

The name and address of the initial director of this corporation is:

Fernando Gomez
7907 NW 53rd Avenue, Suite 344
Miami, FL 33166

ARTICLE VIII-INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX-INCORPORATOR


The name and address of the person signing these articles is:

Fernando Gomez
7907 NW 53rd Avenue, Suite 344
Miami, FL 33166

ARTICLE X-MAILING AND BUSINESS ADDRESS

The mailing and business address of this corporation is: 7907 NW 53rd Avenue, Suite 344, Miami, FL 33166.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 20th day of January, 1995.

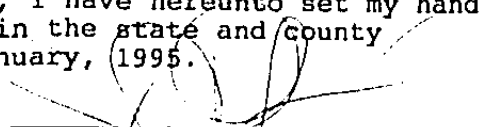


Incorporator

STATE OF FLORIDA)
 ss
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the State and county set forth above, personally appeared Fernando Gomez known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREFORE, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 20th day of January, 1995.



NOTARY PUBLIC, State of Florida At Large.

My Commission Expires:

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

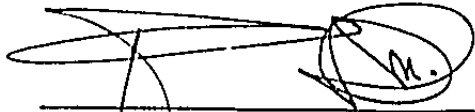
In compliance with section 607.034 of the Florida Statutes, the following is submitted:

The Quantus Group, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of Miami, County of Dade, State of Florida, has named Fernando Gomez located at 7907 NW 53rd Avenue, Suite 344, Miami, Florida 33166.

ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Dated this 20th day of January, 1995.



RESIDENT AND REGISTERED
AGENT.

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95 AUG 12 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALIDATION ONLY

Corporator's Name: QUANTUS, INC
8649 NW 186 STREET - SUITE 221
Address: MIAMI, FL 33015

State ZIP Phone #

CORPORATION(S) NAME

THE QUANTUS GROUP, INC

- PROFIT
- NON-PROFIT
- AMENDMENT
- MERGER
- FOREIGN
- DISSOLUTION
- MARK
- LIMITED PARTNERSHIP
- ANNUAL REPORT
- RESERVATION
- REINSTATEMENT
- OTHER
- CERTIFIED COPY
- PHOTO COPIES
- CERTIFICATE UNDER SEAL
- WALK IN
- WILL WAIT
- PICK UP
- MAIL OUT
- CALL
- AFTER 4:30

Name
Availability

Document
Examiner

Date

Date
By

Knowledge

P. Verifier

VS AUG 16 1996

N/A

