

P95000056009

July 17, 1995

FROM

STEVEN ARNOLD (THE INCORPORATOR)

SUITE 20-Q

1985 SOUTH OCEAN DRIVE,

HALLANDALE FLORIDA U.S.A. 33009

FEDERAL EXPRESS DELIVERY ADDRESS

DEPARTMENT OF STATE

409 E GAINES STREET

TALLAHASSEE FL. U.S.A. 32399

TEL (904) 481 6052

MAILING ADDRESS

DEPARTMENT OF STATE

P.O. BOX 6327

TALLAHASSEE FL. U.S.A. 32399

PERMIT NO. 154103002
007/18/95--010000--0011
****122.50 ****122.50

I HEREBY SUBMIT THE INCLUDED DOCUMENTS OF ARTICLES OF INCORPORATION FOR A NEW FIRST TIME FILING FOR THE PURPOSE OF BECOMING A NEW CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

PLEASE FIND ENCLOSED A CHECK FOR \$122.50 PAYABLE TO THE DEPARTMENT OF STATE.

PLEASE SEND A CERTIFIED AND STAMPED COPY OF THE ARTICLES OF INCORPORATION TO:

QUANTUM HOLDINGS INC. C/O MR. ARNOLD

SUITE 20-Q

1985 SOUTH OCEAN DRIVE,

HALLANDALE FLORIDA U.S.A. 33009

PLEASE FIND HEREIN A PRE ADDRESSED PREPAID (CHARGED TO MY ACCOUNT) FEDERAL EXPRESS ENVELOPE. PLEASE RETURN THE DOCUMENTS USING THIS OR ANOTHER FEDERAL EXPRESS ENVELOPE. MY FEDERAL EXPRESS ACCOUNT NUMBER IS 179109891

IF YOU HAVE ANY QUESTIONS PLEASE CALL THE INCORPORATOR AT TEL: (514) 934 4991 OR FAX: (514) 934 5494

YOURS TRULY

STEVEN ARNOLD

JUL 19 1995 BSB

FILED
JUL 19 PM 1:39

ARTICLES OF INCORPORATION
OF
QUANTUM HOLDINGS INC.

FILED
95 JUL 18 PM 4:39
1995

(A FLORIDA CORPORATION)

I, THE UNDERSIGNED, HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND
FILE THESE ARTICLES OF INCORPORATION FOR THE PURPOSE OF BECOMING
A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA
AND DO HEREBY FURTHER CERTIFY THAT I HAVE BECOME SUCH
CORPORATION UNDER AND PURSUANT TO THE FOLLOWING ARTICLES OF
INCORPORATION:

ARTICLE 1

THE NAME OF THE CORPORATION IS:

QUANTUM HOLDINGS INC.

ARTICLE 2

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS
PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF
FLORIDA.

ARTICLE 3

THE MAXIMUM NUMBER OF SHARES OF STOCK WHICH THIS
CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS:

ONE THOUSAND (1,000) SHARES WITH NO PAR VALUE

ARTICLE 4

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL AND DOES HEREBY BEGIN BUSINESS, SHALL BE AND IS THE SUM OF FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE 5

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE 6

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION SHALL BE AND IS:

SUITE 20-Q
1985 SOUTH OCEAN DRIVE,
HALLANDALE FLORIDA U.S.A. 33009

ARTICLE 7

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE ONE. THAT NUMBER MAY BE INCREASED FROM TIME TO TIME BY THE-BYLAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLE 8

THE NAME AND ADDRESS OF THE FIRST BOARD OF DIRECTORS, WHO SUBJECT TO THE PROVISION OF THIS CERTIFICATE OF INCORPORATION, BY-LAWS OF THIS CORPORATION AND THE LAWS OF THE STATE OF FLORIDA,

SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S
EXISTENCE OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED ARE.

NAME
STEVEN ARNOLD
STREET ADDRESS
SUITE 20-Q
1985 SOUTH OCEAN DRIVE,
HALLANDALE FLORIDA U S A 33009

ARTICLE 9

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE
CORPORATION SHALL BE:
SUITE 20-Q
1985 SOUTH OCEAN DRIVE,
HALLANDALE FLORIDA U.S.A. 33009

AND THE NAME OF THE INITIAL REGISTERED AGENT OF THE
CORPORATION AT THAT ADDRESS IS STEVEN ARNOLD

ARTICLE 10

THE NAME AND MAILING ADDRESS OF THE INCORPORATOR IS AS
FOLLOWS:

NAME
STEVEN ARNOLD
MAILING ADDRESS
SUITE 20-Q
1985 SOUTH OCEAN DRIVE,
HALLANDALE FLORIDA U.S.A. 33009

ARTICLE 11

THE OFFICERS OF THIS CORPORATION SHALL BE A PRESIDENT, A
SECRETARY, A TREASURER AND SUCH OTHER OFFICERS, AGENTS AND
FACTORS AS MAY BE DEEMED NECESSARY, INCLUDING ONE OR MORE VICE

PRESIDENTS ALL OFFICERS , AGENTS AND FACTORS SHALL BE CHOSEN IN SUCH MANNER, HOLD THEIR OFFICES FOR SUCH TERMS AND HAVE SUCH POWERS AND DUTIES AS MAY BE PRESCRIBED BY THE BY-LAWS OR DETERMINED BY THE BOARD OF DIRECTORS

THE CORPORATION RESERVES THE RIGHT TO AMEND, ALTER CHANGE OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY LAW, AND ALL RIGHTS CONFERRED ON STOCKHOLDERS THEREIN ARE GRANTED SUBJECT TO THIS RESERVATION.

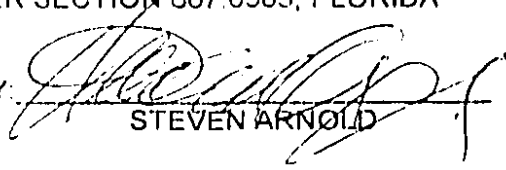
IN WITNESS WHEREOF, I THE UNDERSIGNED INCORPORATOR HAVE HEREUNTO SET MY HAND THIS July 17, 1995 A.D. FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE OFFICE OF THE SECRETARY OF STATE OF THE STATE OF FLORIDA, THOSE ARTICLES OF INCORPORATION AND CERTIFY THAT THE FACTS HEREIN STATED ARE TRUE.


STEVEN ARNOLD
INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION

STEVEN ARNOLD HAVING AN ADDRESS IDENTICAL WITH THE
REGISTERED OFFICE OF THE CORPORATION NAMED ABOVE AND HAVING
BEING DESIGNATED AS THE REGISTERED AGENT IN THE ABOVE AND
FOREGOING ARTICLES IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF
THE POSITION OF REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA
STATUTES.

BY:


STEVEN ARNOLD

DATED: July 17, 1995

FILED
95 JUL 18 PM 4:39

P95000056009

August 20, 1995

FROM
QUANTUM HOLDINGS INC
SUITE 20-Q
1985 SOUTH OCEAN DRIVE,
HALLANDALE FLORIDA U.S.A. 33009

TO
FEDERAL EXPRESS DELIVERY ADDRESS
DEPARTMENT OF STATE
409 E GAINES STREET
TALLAHASSEE FL. U.S.A. 32399
TEL (904) 487 6050

RECEIVED
10012295-01001-000
*****4.15 *****4.15

MAILING ADDRESS
DEPARTMENT OF STATE
P.O. BOX 6327
TALLAHASSEE FL. U.S.A. 32399

I HEREBY SUBMIT THE INCLUDED DOCUMENTS OF ARTICLES OF AMEDEMMENT TO ARTICLES OF INCORPORATION FOR FILING FOR THE PURPOSE OF AMENDING THE ARTICLES OF INCORPORATION.

PLEASE FIND ENCLOSED A CHECK FOR \$43.75 PAYABLE TO THE DEPARTMENT OF STATE COMPRISING A \$35.00 FILING FEE PLUS AN \$8.75 CERTIFICATE OF STATUS FEE.

PLEASE SEND A CERTIFICATE OF STATUS OF THE CORPORATION TO:
QUANTUM HOLDINGS INC.
SUITE 20-Q
1985 SOUTH OCEAN DRIVE,
HALLANDALE FLORIDA U.S.A. 33009

IF YOU HAVE ANY QUESTIONS PLEASE CALL ME AT TEL. (514) 934 4991 OR FAX (514) 934 5494

YOURS TRULY

STEVEN ARNOLD

FILED
95 OCT 12 AM 11:29
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED
95 OCT 14 AM 11:28
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

AMEND
ARG
10-17

INITIALS
August 20, 1995

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

QUANTUM HOLDINGS INC.

(A FLORIDA CORPORATION)

ENDORSEMENT(S)
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 SUBJECT TO

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 SUBJECT TO

ENDORSEMENT(S)
 33112 FILED
 SUBJECT TO

SECOND

ARTICLE 12

SUBSCRIBERS AND SHAREHOLDERS

THE VALUE OF THE CONSIDERATION FOR THE SHARES OF STOCK OF THIS CORPORATION, THE NAME AND ADDRESS OF THE SUBSCRIBERS OF THESE SHARES, AND THE NUMBER OF SHARES OF STOCK THAT HAVE BEEN AGREED TO AND ISSUED ARE

<u>CONSIDERATION</u>	<u>NAME & SHARES</u>	<u>ADDRESS</u>
\$50.00 AND SERVICES RENDERED	EARL AZIMOV 1 SHARE	9015 AVON STREET SUITE 2015 MONTREAL-WEST QUEBEC CANADA H4X 2G8
\$50.00 AND SERVICES RENDERED	STEVEN ARNOLD 1 SHARE	9015 AVON STREET SUITE 2015 MONTREAL-WEST QUEBEC CANADA H4X 2G8
\$50.00 AND SERVICES RENDERED	MICHAEL KRON 1 SHARE	9015 AVON STREET SUITE 2015 MONTREAL-WEST QUEBEC CANADA H4X 2G8

THIRD.

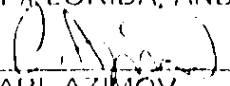
THE DATE OF EACH OF THE FOREGOING AND FOLLOWING AMENDMENTS ADOPTION IS August 20, 1995

FOURTH.

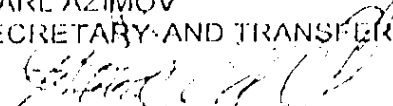
THE AMENDMENTS WERE APPROVED BY THE SHAREHOLDERS AND DIRECTORS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WERE SUFFICIENT FOR APPROVAL. IN WITNESS WHEREOF, WE THE UNDERSIGNED INCORPORATOR AND RESIGNING DIRECTOR AND TRANSFEROR SHAREHOLDER(S) AND THE NEW DIRECTOR(S) OFFICERS AND TRANSFEREE SHAREHOLDERS HAVE HEREUNTO SET OUR HAND THIS August 20 1995 A.D.

INITIALS
August 20 1995

FOR THE PURPOSE OF AMENDING THE ARTICLES OF INCORPORATION OF THIS CORPORATION AT THE OFFICE OF THE SECRETARY OF STATE OF THE STATE OF FLORIDA, AND CERTIFY THAT THE FACTS HEREIN STATED ARE TRUE



EARL AZIMOV
SECRETARY AND TRANSFEREE SHAREHOLDER



STEVEN ARNOLD
PRESIDENT AND TRANSFEREE SHAREHOLDER



MICHAEL KRON
TREASURER AND TRANSFEREE SHAREHOLDER



STEVEN ARNOLD
INCORPORATOR

FILED
OCT 12 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA