

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

907-222-0071
10-22-0000 FAX

CSC networks

PRESTIGE
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 884071 05036A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : March 15, 1996

ORDER TIME : 3:28 PM

ORDER NO. : 884071

CUSTOMER NO: 05036A

CUSTOMER: Norma McGrath, Legal Assistant
JACOBS FORLIZZO & NEAL, P.A.

400001746124

Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

DOMESTIC FILING

NAME: QUANTUM CAPITAL INTERNATIONAL,
INC.

EFFECTIVE DATE: MARCH 15, 1996

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

95 MAR 15 PM 4: 24
DIVISION OF CORPORATE REGISTRATION
FILED
96 MAR 15 PM 2: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN MAR 1 8 1996

ARTICLES OF INCORPORATION
OF
QUANTUM CAPITAL INTERNATIONAL, INC.

FILED
96 MAR 15 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is **QUANTUM CAPITAL INTERNATIONAL, INC.**

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

3001 Executive Drive, Suite 220
Clearwater, Florida 34622

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: A.R. Neal, Esquire

Address: 13577 Feather Sound Drive, Suite 300,
Clearwater, FL 34622

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: A.R. Neal, Esquire

Address: 13577 Feather Sound Drive, Suite 300,
Clearwater, FL 34622.

ARTICLE V.

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE VI.

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than one nor more than nine Directors elected by the holders of a majority of the issued and outstanding shares of the common stock. The number of Directors may be increased or decreased from time to time upon vote of the shareholders, but the number of Directors shall never be less than one.

ARTICLE VII.

HIGH QUORUM AND VOTING RIGHTS

- A. The attendance at a duly called meeting of the Shareholders by Shareholders holding **two-thirds** (2/3) of the issued and outstanding shares of stock eligible to vote shall constitute a quorum.
- B. On all corporate matters as to which Shareholders vote, such matters shall be deemed approved when approved at a meeting of the Shareholders by Shareholders holding **two-thirds** (2/3) of the issued and outstanding shares of stock eligible to vote who are in attendance at such meeting.

ARTICLE VIII.

SHAREHOLDER'S AGREEMENT

The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE IX.

PREEMPTIVE RIGHTS

The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

ARTICLE X.

EFFECTIVE DATE OF ARTICLES

These Articles shall be effective March 15, 1996.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 13 day of March, 1996, for the purpose of organizing this Corporation under the laws of the State of Florida.

A.R. Neal
A.R. Neal, Esquire

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.
Date: March 13, 1996.

A.R. Neal
A.R. Neal, Esquire