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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

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RE:

Quantum Enterprises, Inc.

96 MAR 22 PM 1:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FEE.....
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SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....

RECEIVED
96 MAR 22 PM 2:28
DIVISION OF CORPORATIONS

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
QUANTUM ENTERTAINMENT, INC.

FILED
96 MAR 22 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the laws of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of this corporation is QUANTUM ENTERTAINMENT, INC.

ARTICLE TWO

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and may do any and all things in a corporate capacity permitted under and not inconsistent with Chapter 607 of the Florida Statutes regarding corporations for profit.

ARTICLE THREE

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1000 (one thousand) shares of common stock of the par value of .10 (ten cents) per share.

These shares shall carry preemptive rights.

ARTICLE FOUR

The amount of capital with which the corporation will begin business will not be less than \$500 (five hundred) dollars.

ARTICLE FIVE

The corporation is to have perpetual existence.

ARTICLE SIX

The initial street address of the principal office of the corporation will be 2100 S. Ocean Drive, Suite #8CD Sky Harbor, Fort Lauderdale, FL. 33316.

ARTICLE SEVEN

The number of directors of the corporation will not be less than one.

ARTICLE EIGHT

The names and street addresses of the members of the first Board of Directors are:

- 1) Joseph L. O'Neill, c/o O'Neill & Venters, 222 S. Mansfield Avenue, Los Angeles, Ca. 90036.
- 2) Gordon Scott Venters, c/o O'Neill & Venters, 222 S. Mansfield Avenue, Los Angeles, Ca. 90036.
- 3) Elizabeth Rogers, c/o O'Neill & Venters, 222 S. Mansfield Avenue, Los Angeles, Ca. 90036.

ARTICLE NINE

The names and street addresses of each subscriber to

the Articles of Incorporation are:

- 1) Joseph L. O'Neill, c/o O'Neill & Venters, 222 S. Mansfield Avenue, Los Angeles, Ca. 90036.
- 2) Gordon Scott Venters, c/o O'Neill & Venters, 222 S. Mansfield Avenue, Los Angeles, Ca. 90036.

ARTICLE TEN

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Florida or this Articles of Incorporation.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract

or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

ARTICLE ELEVEN

The registered agent for the corporation shall be John Venters. The place designated for service of process shall be 2100 S. Ocean Drive, Suite #8CD Sky Harbor, Fort Lauderdale, Fl. 33316.

WE, THE UNDERSIGNED, being all of the original subscribers to this Articles of Incorporation, do hereby make, subscribe, acknowledge and file this Articles and certify that the facts stated herein are true, and have hereunto set our hand and seals this 20th day of March, 1996.



Joseph L. O'Neill



Gordon Scott Venters

FILED

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

96 MAR 22 PM 1:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

QUANTUM ENTERTAINMENT, INC.
2100 S. Ocean Drive, Suite #8CD Sky Harbor
Fort Lauderdale, Florida 33316

2. The name and address of the registered agent and office is:

John Venters
2100 S. Ocean Drive, Suite #8CD Sky Harbor
Fort Lauderdale, Florida 33316

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE


(Registered Agent)

DATE March 19, 1996

This document prepared by:

G. Hogan, Esq.
HOGAN & SHAW
2200 Lazy Lane
Lazy Lake, Florida
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