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LELAND W. WOOTEN, JR.
Attorney at Law
412 Brevard Ave., P.O. Box 38
Cocoa, Florida 32923 0038

Next Door to
Barnett Bank
Cocoa Village

June 24, 1996

(407) 636 2659
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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Quantum Software, Inc.

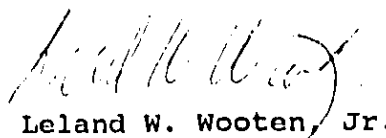
Enclosed please find original Articles of Incorporation for
the above corporation and check in the amount of \$70.00.

FROM:

Leland W. Wooten, Jr., Esquire
412 Brevard Ave., P.O. Box 38
Cocoa, FL 32923-0038
(407) 636-2659

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*****70.00 *****70.00

Very truly yours,


Leland W. Wooten, Jr.

LWW,Jr/cf
Enc.

CorpSecret.Sta

FILED
95 JUN 25 AM 9:20
SECRET
DIVISION OF STATE
TALLAHASSEE, FLORIDA

6.27.96
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ARTICLES OF INCORPORATION
OF
QUANTUM SOFTWARE, INC.

FILED
96 JUN 26 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

QUANTUM SOFTWARE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to engage in and operate a business to develop software and purchase hardware components for custom assembly and resale, and to transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be a single class of common stock of a par value of \$1.00.

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 prorata share (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 street address of the principal office and the initial registered office of this corporation is: 1065 Molaki Dr., Merritt Island, FL 32953, and the name of the initial registered agent of this corporation at that address is: CONRAD L. BENNETT.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

- | | |
|--------------------------|--------------------------|
| (1) Conrad L. Bennett | (2) Cynthia L. Bennett |
| 1065 Molaki Dr. | 1065 Molaki Dr. |
| Merritt Island, FL 32953 | Merritt Island, FL 32953 |

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles are:

Conrad L. Bennett
1065 Molaki Dr.
Merritt Island, FL 32953

ARTICLE IX - EXAMINATION OF
CORPORATE RECORDS

The Board of Directors from time to time shall determine whether and to what extent, and at which times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection of the shareholders, and no shareholder shall have any right to inspect any document of the corporation, except as conferred by statute or authorized by the Board of Directors, or by resolution by the shareholders.

ARTICLE X - OFFICERS NOT REQUIRED
TO BE SHAREHOLDERS

No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of the corporation, or in which the corporation is interested, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from his contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in anywise be interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

ARTICLE XI - INDEMNIFICATION

The corporation shall Indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of June, 1996.



CONRAD L. BENNETT

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared CONRAD L. BENNETT, who by me being duly sworn, who is personally known to me or who produced Florida Driver's License as identification, and who executed the foregoing Articles of Incorporation

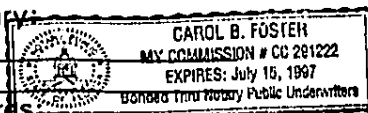
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of June, 1996.



NOTARY-PUBLIC, STATE OF FLORIDA
Printed Name of Notary:

Commission No. _____

My Commission Expires _____

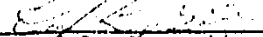


**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

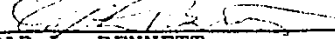
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: QUANTUM SOFTWARE, INC.
2. The name and address of the registered agent and office is:

CONRAD L. BENNETT
1065 Molaki Dr.
Merritt Island, FL 32953

SIGNATURE 
TITLE Incorporator/Director
DATE June 28, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
CONRAD L. BENNETT
REGISTERED AGENT
DATE June 28, 1996

Corp\Quantum. Des

FILED
96 JUN 26 AM 9:29
SECRETARY OF STATE
ALBANY, FLORIDA