

P96000063081

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

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Quantum Motors, Inc No 52828

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Restatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

000001906730
-07/29/96--01018--015
***122.50 ***122.50

..... F. CHESSEY JUL 29 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/29		
TIME	10:30		CK No. _____
BY	JP		

WALK-IN
Will Pick Up _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

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 MOTORS, INC.

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

ARTICLE I - NAME

The name of the corporation is QUANTUM MOTORS, INC.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The purpose for which the corporation is organized is to transact any or all lawful business and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV - STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital Stock, all of which shall be common shares without par value.

Initial issue. Three (3) shares of the Capital Stock of the corporation shall be the initial issue.

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95 JUN 29 AM 11:45

Stated capital. The sum of the issue value of all shares of Capital of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V - ADDRESS

The initial street address in Florida for the principal office of the corporation is 200 Kurt Street, Eustis, Florida 32726.

ARTICLE VI - DIRECTORS

The initial board of directors shall consist of three members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VII - DIRECTORS ADDRESS

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

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NAME	ADDRESS
Robert B. Underwood	Post Office Box 1711 Eustis, Florida 32727-1711
Gregory A. Edmisten	343 Lakecrest Lane Tavares, Florida 32778
William E. Compton	1841 Lake Terrace Drive Eustis, Florida 32726

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons who are incorporators of this corporation are:

NAME	ADDRESS
Robert B. Underwood	Post Office Box 1711 Eustis, Florida 32727-1711
Gregory A. Edmisten	343 Lakecrest Lane Tavares, Florida 32778
William E. Compton	1841 Lake Terrace Drive Eustis, Florida 32726

ARTICLE IX - REGISTERED AGENT

As set forth in the registered agent's written acceptance of appointment, which is delivered to the Department of State together with these Articles of Incorporation, the name and address of the initial registered agent for the corporation is WILLIAM E. COMPTON, 1841 Lake Terrace Drive, Eustis, Florida 32726.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

ARTICLE XII - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors, that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed these articles of incorporation at Mount Dora, Florida on the 25th day of July, 1996.

Robert B. Underwood
Robert B. Underwood
Incorporator

William E. Compton
William E. Compton
Incorporator

Gregory A. Edmisten
Gregory A. Edmisten
Incorporator

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STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority, personally appeared
ROBERT B. UNDERWOOD, who produced a Florida Driver's License as
identification and who is known to be the person described in and
who subscribed the above articles of incorporation, and he did
freely and voluntarily acknowledge before me according to law that
he made and subscribed the same for the uses and purposes therein
mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my
official seal, at Mount Dora in said County and State this 25th
day of July, 1996.

Cynthia Ann Kennedy
Notary Public

My Commission Expires:



Cynthia Ann Kennedy
MY COMMISSION # CC489954 EXPIRES
September 29, 1999
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority, personally appeared
WILLIAM E. COMPTON, who produced a Florida Driver's License as
identification and who is known to be the person described in and
who subscribed the above articles of incorporation, and he did
freely and voluntarily acknowledge before me according to law that
he made and subscribed the same for the uses and purposes therein
mentioned and set forth.

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IN WITNESS WHEREOF, I have hereunto set my hand and my
official seal, at Mount Dora in said County and State this 25th
day of July, 1996.

Cynthia Ann Kennedy
Notary Public

My Commission Expires:



Cynthia Ann Kennedy
MY COMMISSION # CC489954 EXPIRES
September 29, 1999
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority, personally appeared
GREGORY A. EDMISTEN, who produced a Florida Driver's License as
identification and who is known to be the person described in and
who subscribed the above articles of incorporation, and he did
freely and voluntarily acknowledge before me according to law that
he made and subscribed the same for the uses and purposes therein
mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my
official seal, at Mount Dora in said County and State this 25th
day of July, 1996.

Cynthia Ann Kennedy
Notary Public


My Commission Expires:



Cynthia Ann Kennedy
MY COMMISSION # CC489954 EXPIRES
September 29, 1999
BONDED THRU TROY FARM INSURANCE, INC.

DESIGNATION OF RESIDENT AGENT

QUANTUM MOTORS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Eustis, County of Lake, State of Florida, has and does by these presents name WILLIAM E. COMPTON, located at 1841 Lake Terrace Drive, Eustis, County of Lake, State of Florida, as its agent to accept service of process within the State.



William E. Compton

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

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 provisions of said act relating to keeping open said office.



William E. Compton

FILED
JUL 29 1966
TALLAHASSEE, FLORIDA