

RICHARD M. HOPEN, P.A.

Attorney at Law

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Fort Lauderdale, Florida 33324  
TEL: 472-4721 • Fax: 472-4721

P96000074540

August 30, 1996

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation for Quantumlaw, Inc.

100001940261  
-09/05/96--01102--003  
\*\*\*122.50 \*\*\*122.50

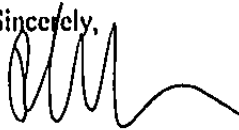
Dear Sir or Madam:

Enclosed please find an original and two copies of the Articles of Incorporation of Quantumlaw, Inc. and the Designation and Acceptance of Registered Agent. Enclosed also please find a check in the amount of \$122.50 for the following fees: (1) \$35.00-Filing Articles of Incorporation; (2) \$35.00-Registered Agent Designation; and (3) \$52.50-Certified Copy of Articles of Incorporation.

Please return the certified copy of the Articles of Incorporation in the self-addressed stamped envelope enclosed for your convenience.

Please call me if you should have any questions.

Sincerely,



Richard M. Hopen

SEP 9 1996 BSB

FILED  
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DIVISION OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**QUANTUMLAW, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I - NAME AND PRINCIPLE OFFICE/MAILING ADDRESS**

The name of this Corporation shall be:

**QUANTUMLAW, INC.**

The address of the principal office of this Corporation shall be 300 N.W. 82nd Avenue, Suite 502, Ft. Lauderdale, FL 33324 and the mailing address shall be the same.

**ARTICLE II - NATURE OF BUSINESS**

This Corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The Corporation is authorized to issue 100 shares of common stock having a par value of \$1.00 per share. All such shares are of one class and are common stock.

**FILED**

**96 SEP -5 PM 1:20**

**STATE  
TALLAHASSEE, FLORIDA**

ARTICLE IV - PREFERENCES - LIMITATIONS AND  
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

No Holder of any of the shares of the stock of the Corporation, whether now or hereafter authorized and issued, shall be entitled as of right to purchase or subscribe for (1) any unissued stock of any class, or (2) any additional shares of any class to be issued by reason of any increase in the authorized capital stock of the Corporation of any class, or (3) bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation, or carrying any right to purchase stock of any class, but any such unissued stock or such additional authorized issue of any stock or of other securities convertible into stock, or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

ARTICLE V - REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 300 N.W. 82nd Avenue, Suite 502, Ft. Lauderdale, FL 33324 and the name of the Registered Agent shall be Richard M. Hopen.

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and

affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The name and address of the initial Directors of this corporation are as follows:

Richard M. Hopen Director	300 N.W. 82nd Ave., Suite 502 Ft. Lauderdale, Florida 33324
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Joanne W. Hopen Director	300 N.W. 82nd Ave., Suite 502 Ft. Lauderdale, Florida 33324
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Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

#### ARTICLE VIII - OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed are:

Richard M. Hopen President, Treasurer	300 N.W. 82nd Ave., Suite 502 Ft. Lauderdale, Florida 33324
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Joanne W. Hopen Vice President, Secretary	300 N.W. 82nd Ave., Suite 502 Ft. Lauderdale, Florida 33324
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#### ARTICLE IX - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Richard M. Hopen  
300 N.W. 82nd Avenue  
Suite 502  
Fort Lauderdale, FL 33324

## ARTICLE X - SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as part of these Articles of Incorporation.

(1) The management of the business and the conduct of the affairs of the Corporation, including the election of the Chairman of the Board of Directors, if any, the President, the Vice President, the Treasurer, the Secretary, and other principal officers of the Corporation, shall be vested in its Board of Directors. The number and manner of election of the Board of Directors shall be determined in accordance with the By-Laws.

(2) Any action properly taken by the stockholders at a meeting may be taken without a meeting if either all of the stockholders entitled to vote upon the action at any such meeting consent in writing to any such corporate action being taken or any such action is consented to and receives the affirmative vote of not less than the minimum percentage of the votes required to be cast to authorize any such action under the provisions of the Florida Business Corporation Act. Prompt notice shall be given to all stockholders entitled to vote on any such action or the taking of such action without a meeting and by less than unanimous written consent.

(4) (a) The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer,

employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by a judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees and appellate attorney's fees), actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to

the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) hereof, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him/her in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) hereof, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in paragraphs (a) and (b) hereof.

Such determination shall be made by the Board of Directors, by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or, if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs it shall be made, either by independent legal counsel in a written opinion, or by the stockholders

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be

determined that he is entitled to be indemnified by the Corporation as authorized in these Articles of Incorporation.

(f) The indemnification provided by these Articles of Incorporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

#### ARTICLE XI - AMENDMENT

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, the undersigned incorporator has these Articles of



Incorporation this 30<sup>th</sup> day of August, 1996.



Richard M. Hopen

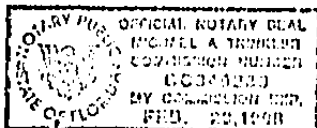
STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD    )

SS:

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of August, 1996,  
by RICHARD M. HOPEN, who is personally known to me or who produced \_\_\_\_\_  
as identification.

  
Notary Public, State of Florida

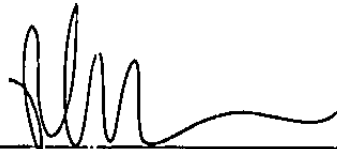
My Commission Expires:



MICHAEL A. TRINKLER  
Printed Name

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Richard M. Hopen having a business office identical with the registered office of the corporation named above, and having been 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.



Richard M. Hopen

FILED  
96 SEP -5 PM 1:28  
TALLAHASSEE, FLORIDA  
STATE