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FLORIDA DIVISION OF CORPORATIONS

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FROM: BUSINESS WORLD TRANSACTIONS, INC.  
104512000707

ACCT#:

CONTACT: GEORGE G PICARDIE  
PHONE: (305) 867-8448  
(305) 867-8200

FAX #:

NAME: THE QUANTUM GROUP OF SOUTH FLORIDA, INC.

AUDIT NUMBER.....H97000005254

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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## ARTICLES OF INCORPORATION

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

### ARTICLE I NAME

The name of the corporation shall be: THE QUANTUM GROUP OF SOUTH FLORIDA, INC.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1800 S.W. 27 Ave.  
#500  
Miami, Fl. 33131

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1000) shares at One Dollar (1.00) per value.

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Sergio D. Gonzalez  
1800 S.W. 27 Ave.  
#500  
Miami, Fl. 33131

Prepared by:

Sergio D. Gonzalez  
1800 S.W. 27 Ave.  
#500  
Miami, Fl. 33131  
(305)264-8955

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## ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Sergio D. Gonzalez  
1800 S.W. 27 Ave.  
#500  
Miami, Fl. 33131

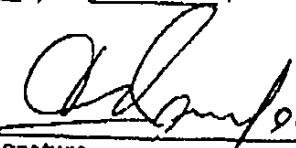
Director &amp; President.

Cesar R. Tarafa  
1800 S.W. 27 Ave.  
#500  
Miami, Fl. 33131

Director, Vice-President, Secretary &amp; Treasurer.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

26 day of March, 19 97

  
Signature  
Signature  
Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICEFILED  
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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: THE QUANTUM GROUP OF SOUTH FLORIDA, INC.

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

Sergio D. Gonzalez  
(NAME)

1800 S.W. 27 Ave. #500  
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami, Fl. 33131  
(CITY/STATE/ZIP)

*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.*

Sergio D. Gonzalez  
(SIGNATURE)

3-26-97  
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

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