

6/2/97  
 Requestor's Name: Gilberto Fort  
 Address: 717 Ponce de Leon Blvd.  
Coral Gables, FL. 33134  
 City State Zip Phone  
#443-0112

Check Number Only  
 197000049189

DATE ONLY

CORPORATION(S) NAME

Quantum Design, Inc.

97 JUN -4 PM 12:49  
 SEALING & STAMPING  
 MAIL ROOM - 1ST FLOOR

Empire Toll Free: 1-800-432-3028  


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|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 |  |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> Mail Out                   |

Name
Availability
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Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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**CERTIFIED COPY**

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97 JUN - 4 PM 12:49  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

QUANTUM DESIGN, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and they hereby make, subscribe and acknowledge and file with the Secretary of State of the State of Florida this Certificate of Incorporation and to that end they do, by this Certificate, set forth the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be:

QUANTUM DESIGN, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, to wit:

To engage in and carry on  
a general graphic design business.

To carry out any or more of the purposes and objects herein enumerated as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, partnership, association, or corporation.

To carry on its operations and conduct business in any State, in the District of Columbia, and in any territory, dependency or possession of the United States, and in any foreign country.

To such extent as a corporation organized under the Laws of the State of Florida may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Laws of the State of Florida or under any act amendatory thereof, supplemental thereto, or substituted therefor.

The foregoing clauses shall be construed as, and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the anu-

be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Laws of the State of Florida to corporations organized thereunder, and all the powers conferred by all acts heretofore or hereafter amendatory of supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, or privileges granted or conferred by that statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry on or do.

#### ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is SIXTY (60) shares of stock of NON-PAR VALUE

#### ARTICLE IV

The amount of capital with which this Corporation will begin business shall be no less than SIX HUNDRED AND NO/00 ( \$ 600.00 ) DOLLARS

#### ARTICLE V

The initial post-office address of the principal office of this Corporation in the State of Florida shall be the City of Miami County of Dade, at 10291 S. W. 77th Court 33156

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

DENISE CEBRERO

and the Registered Address shall be  
10291 S. W. 77th Court  
Miami, Florida 33156

#### ARTICLE VII

This Corporation shall have no less than ONE (1) Directors, initially. The number of Directors may be increased or diminished, from time to time, by By-Laws adopted by the Stockholders, but shall never be less than ONE (1) not more than FIVE (5).

#### ARTICLE VIII

The names and post-office addresses of the members of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, By-Laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified are as follows:

DENISE CEBRERO

10291 S. W. 77th Court  
Miami, Florida 33156

#### ARTICLE IX

The names and post-office addresses of the first Officers of the Corporation who, subject to the provisions of these Articles of Incorporation, By-Laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified are as follows:

NAME

ADDRESS

OFFICE

ARTICLE X

The name and post-office address of each subscriber to these Articles of Incorporation, the number of shares of stock each one agrees to take and the value of the consideration thereof are:

NAME	ADDRESS	NUMBER OF SHARES
DENISE CEBRERO	10291 S. W. 77th Court Miami, Florida 33156	SIXTY (60)

ARTICLE XI

Both Stockholders and Directors shall have the power to hold their meetings and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation at such office as the Stockholders and Directors shall determine, subject to the provisions of the Florida Statutes.

ARTICLE XII

All rights conferred to stockholders herein are granted subject to the right, the Corporation reserves to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner explained in Article XIII of this Certificate.

ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made

IN WITNESS WHEREOF, We, being all of the original subscribers and incorporators of this corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida, and accordingly set out hands and seal this 6th day of May, of A. D. 1997.

Denise Cebalero

DENISE CEBRERO

STATE OF FLORIDA )

COUNTY OF DADE )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the above mentioned State and County to take acknowledgements, personally appeared, DENISE CEBRERO who produced as identification Florida Driver's Licenses Nos. C-166-168-63-631 to me well known and known to me to be the persons described in and who executed these foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the City of Miami, County of Dade, State of Florida, this 6th day of May of A. D. 1997.

Gilberto V. Fort

NOTARY PUBLIC  
State of Florida at Large



GILBERTO V. FORT  
Commission #CC346630  
Expires Feb 3, 1998  
Atlantic Bonding  
1-800-732-2246

CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

OF  
QUANTUM DESIGN, INC.

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First--That QUANTUM DESIGN, INC.

qualified to do business under the laws of the State of Florida  
with its principal office at 10291 S. W. 77th Court  
the City of Miami County  
of Dade State of Florida

has appointed DENISE CEBRERO of 10291 S. W. 77th Court

(Street address and number of building, Post Office  
Box address not acceptable)

City of Miami County of Dade

State of Florida, as its agent to accept service of process  
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with  
the provision of said Act relative to keeping open said office.

By Denise Cebrero  
(Registered Agent)  
DENISE CEBRERO

SECRET  
TALLMADGE

97 JUN -4 PM

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