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LAW OFFICES  
SIMON, SCHINDLER & SANDBERG

A PROFESSIONAL ASSOCIATION  
2650 BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33137-4590

TOBIAS SIMON (1929-1982)  
STEPHEN M. CODY  
THEODORE R. DEMPSTER  
THOMAS M. PFLAUM★  
NEAL L. SANDBERG  
ROGER J. SCHINDLER  
TERRI GRUMER SONN  
STEPHEN A. WAYNER

TELEPHONE (305) 576-1300  
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★ OF COUNSEL

February 5, 1998

Florida Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, Florida 32301

RE: QUADRANT CORP., INC.

800002434968--2  
-02/19/98--01029--003  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed for filing with your office are the original Articles of Incorporation for the above-captioned corporation. A check in the amount of One Hundred Twenty Two and 50/100 Dollars (\$122.50) made payable to the Secretary of State is enclosed representing payment as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
<b>TOTAL</b>	<b>\$ 122.50</b>

After filing, please mail a certified copy of the Articles of Incorporation to the undersigned in the enclosed self addressed stamped envelope.

Very truly yours,

SIMON, SCHINDLER & SANDBERG, P.A.

*Terri Grumer Sonn*  
Terri Grumer Sonn, Esq.  
For the Firm

TGS:am  
Enclosures  
LATTERN.ADL\QUAD\FILE.LTR

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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2-20-98  
WS

ARTICLES OF INCORPORATION

OF

QUADRANT CORP., INC.

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DIVISION OF CORPORATIONS  
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ARTICLE I - NAME

The name of this corporation is QUADRANT CORP., INC.

ARTICLE II CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing; provided that if such day not be authorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as provided by Florida Statutes, Chapter 607, Florida Business Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial place of business of this corporation is 13 S.W. 7th Street, Miami, Florida 33130, and the name and address of the initial registered agent of this corporation is Michael Latterner & Associates, 13 S.W. 7th Street, Miami, Florida 33130.

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one (1) person, whose name and address is Michael Latterner, 13 S.W. 7th Street, Miami, Florida 33130. The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Michael Latterner, 13 S.W. 7th Street, Miami, Florida 33130, and the name and person signing these Articles of Incorporation as Registered Agent, is Michael Latterner, as President of Michael Latterner & Associates, 13 S.W. 7th Street, Miami, Florida 33130.

ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE X - INDEMNIFICATION

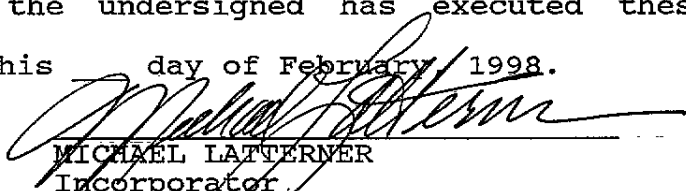
The corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any

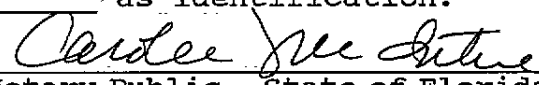
provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this \_\_\_\_\_ day of February, 1998.

  
MICHAEL LATTERNER  
Incorporator

STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 11 day of February, 1998 by MICHAEL LATTERNER, who is personally known to me ~~or who has produced~~ \_\_\_\_\_ ~~as identification.~~

  
Notary Public - State of Florida

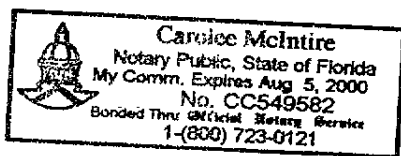
Printed name of Notary Public \_\_\_\_\_

NOTARY PUBLIC  
Title \_\_\_\_\_

Serial number \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

NOTARIAL SEAL



CERTIFICATE OF INCORPORATION

ACCEPTANCE

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept said designation as Registered Agent and agree to comply with the provisions of law relative to keeping

open said office.

MICHAEL LATTERNER & ASSOCIATES

By: 

MICHAEL LATTERNER  
Registered Agent

STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 11  
day of February, 1998, by Michael Latterner, as President of  
Michael Latterner & Associates, as Registered Agent of QUADRANT  
CORP., INC., a Florida corporation and he is personally known ~~or~~  
who produced \_\_\_\_\_ as identification.



  
Notary Public - State of Florida

Printed name of Notary Public

NOTARY PUBLIC  
Title

Serial number

My Commission Expires:

NOTARIAL SEAL

lattern.adl\quad\articles.inc

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