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NAME: QUANTUM HEALTHCARE SOLUTIONS, INC.

AUDIT NUMBER.....H98000009588

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

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TALLAHASSEE, FLORIDA

B. BROCK MAY 21 1998

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ARTICLES OF INCORPORATION OF 08 MAY 21 PM 1:15

QUANTUM HEALTHCARE SOLUTIONS, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

#### Article I

##### Name & Address

The name of the corporation is Quantum Healthcare Solutions Corporation, and its address shall be 1313 S.W. 1 Street, Suite 101, Miami, Florida 33135.

#### Article II

##### Duration

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of the State.

#### Article III

##### Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### Article IV

##### Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have issued and outstanding is one thousand (1,000) Shares, having a one (\$.01) cent par value per share.

Prepared By: Francisco Dumanigo, Esquire Florida Bar No. 963917  
901 Ponce de Leon Blvd., 10th Floor, Coral Gables, Florida 33134 (305) 445-1222

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H98000009588

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Voting in a cumulative fashion shall not be permitted.

#### Article V

##### Initial Registered Agent

The name of the initial registered agent of this Corporation is Francisco M. Dumenigo, and the street address of the initial registered agent of this Corporation is 1313 S.W. 1 Street, Suite 101, Miami, Florida 33135.

#### Article VI

##### Directors

(a) Number. This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the initial director of the Corporation is:

Name	Address
Federico A. Dumenigo	1313 S.W. 1 Street, Suite 101 Miami, Florida 33135
Francisco M. Dumenigo	1313 S.W. 1 Street, Suite 101 Miami, Florida 33135

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

#### Article VII

##### Officers

(a) Position. This Corporation shall have the following offices filled, by corporate resolution from the Board of Directors, and shall include the offices of the President, Vice President, Secretary and Treasurer; others will be filled as so required.

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(b) Initial Officers. The title, name and street address of the initial Officers of the Corporation is:

Title	Name	Address
President	Federico A. Dumenigo	1313 S.W. 1 Street Suite 101 Miami, Florida 33135
Treasurer & Secretary	Francisco M. Dumenigo	1313 S.W. 1 Street Suite 101 Miami, Florida 33135

(c) Compensation. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Officers, and to fix the basis and conditions under which such compensation is paid. Any officer of the Corporation may also serve in another capacity and receive compensation therefore in any form.

#### Article VIII

##### Bylaws

The initial bylaws of this Corporation shall be adopted by the Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the Shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw or bylaws adopted by the Shareholders if they specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

#### Article IX

##### Incorporator

Francisco M. Dumenigo  
1313 S.W. 1 Street  
Suite 101  
Miami, Florida 33135

#### Article X

##### Indemnification

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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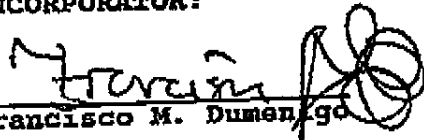
Article XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 20 day of May of 1998.

INCORPORATOR:

  
Francisco M. Dumenigo

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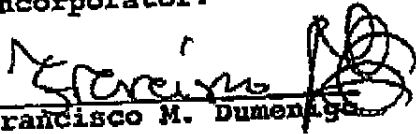
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE with Section 48.901 of the Florida Statutes, the following is submitted:

Quantum Healthcare Solutions Corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Miami-Dade County, in the State of Florida, has named Francisco M. Dumenigo located at 1313 S.W. 1 Street, Suite 101, Miami, Florida 33135 as its agent to accept service of process within Florida.

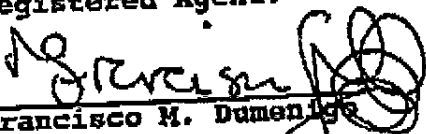
Incorporator:

  
Francisco M. Dumenigo

Dated this 20 day of May of 1998.

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Registered Agent:

  
Francisco M. Dumenigo

Dated this 20 day of May of 1998.

APPROVED  
AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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