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**Florida Department of State
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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

QUANTUM LATIN AMERICA, INC.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 02 |
| Estimated Charge | \$122.50 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

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

ARTICLE I - NAME

The name of the corporation shall be: *Quantum Latin America, Inc.*

The principal place of business of this corporation shall be: *1440 John F. Kennedy Cswy. #301
North Bay Village, Fl. 33141*

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities of 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time. *1000 Shares, par value of 1.00 per share*

ARTICLE IV - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS & DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is

(are): *Clifford Y Pierce, President
1440 John F. Kennedy Cswy. #301
North Bay Village Fl. 33141*

ARTICLE VI - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is (are):

*LYN PIERCE
1440 JOHN F. KENNEDY CAUSEWAY SUITE 301
NORTH BAY VILLAGE, FL. 33141*

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 3 day of September, 1998.

Prepared by: Pierce & Company
1440 John F. Kennedy Cswy #301
North Bay Village, Fl 33141
(305) 861-2766

Signature(s) of Incorporator(s)

Lyn Pierce

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant of the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered, in the State of Florida.

1. The name of the corporation: *Quantum Latin America, Inc.*

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

(P.O. Box Not Acceptable) *CLIFFORD Y PIERCE*
1440 JOHN F KENNEDY CAUSEWAY, SUITE 301
NORTH BAY VILLAGE, FL 33141

Signature: *Clifford Y Pierce*

Title: INCORPORATOR

Date: September 3, 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 process and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Signature: *Clifford Y Pierce*

Date: September 3, 1998

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