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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Quantum Holding Group Inc.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Ordered By: _____

Date: _____

SMITH OCT 06 1998

**ARTICLES OF INCORPORATION
FOR
QUANTUM HOLDING GROUP, INC.**

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be **QUANTUM HOLDING GROUP, INC.**

ARTICLE II

CORPORATE EXISTENCE AND EFFECTIVE DATE

The existence of the corporation shall be perpetual, unless sooner dissolved by the stockholders.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes of this corporation are those of carrying on any lawful business permitted to a corporation for profit under Chapter 607 of the Florida Statutes, and any other rights and powers vested in corporations for profit under the Florida Statutes, or as may be granted under any amendments thereto at any time thereafter.

ARTICLE IV

CAPITAL STOCK

The maximum numbers of shares that the corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock, all of which shall be with no par value.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The principal office of business and corporate address of said corporation shall be:

551 NW 77th Street, Suite 202, Boca Raton, FL 33487.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

REGISTERED AGENT

The name and address of the registered agent shall be:

Scott B. Disher, 551 NW 77th Street, Suite 202, Boca Raton, FL 33487.

ARTICLE VII

DIRECTORS

The initial board of Directors of the corporation shall be:

Scott B. Disher, 551 NW 77th Street, Suite 202, Boca Raton, FL 33487.
Christopher Caponigro, 551 NW 77th Street, Suite 202, Boca Raton, FL 33487.

ARTICLE VIII

INCORPORATOR

The name and mailing address of the incorporator is as follows:

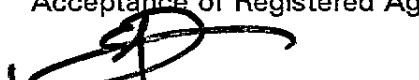
Scott B. Disher, 551 NW 77th Street, Suite 202, Boca Raton, FL 33487.

In witness whereof, the undersigned has subscribed his name on this the 30 day of
October, 1998.



Incorporator

Acceptance of Registered Agent




Scott B. Disher

STATE OF FLORIDA

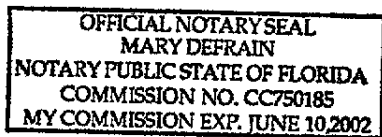
COUNTY OF PALM BEACH

I hereby certify that on this the 1ST day of October, 1998, personally appeared before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, Scott B. Disher, to me well known and who identified himself by FL LIC D260-782-59-145-0 acknowledged to me that he executed the foregoing Articles of Incorporation of his free will and for the purposes therein set forth.

In witness whereof, I have set my hand and affixed my official seal on the date above written.


Notary Public
State of Florida at Large

My commission expires



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