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TRANSMITTAL LETTER

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99 NOV 29 PM 3:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

000003056390--2  
-11/30/99--D1001--019  
\*\*\*\*122.50 \*\*\*\*78.75

SUBJECT: Quantum Distributors International, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

**ADDITIONAL COPY REQUIRED**

FROM:



Arleen Davis  
Client Financial Analyst



Citibank, F.S.B.  
Coral Gables Financial Center  
1190 S. Dixie Hwy.  
Coral Gables, FL 33146  
Tel: 305 669 5557  
Fax: 305 661 4124  
24 Hour Client Service: 800 661 4124

A member of citigroup

Daytime telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
Quantum Distributors International Inc.,**

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.:

**ARTICLE ONE**

The name of the corporation is Quantum Distributors International Inc., Inc. The principal address shall be 12465 N.W. 18th Court Miami, Fla 33167 and the mailing address shall be the same.

**ARTICLE TWO**

The Corporation shall have perpetual existence commencing on the date of filing of the articles with the State of Florida.

**ARTICLE THREE**

The corporation is organized primarily for the purpose of Consultation, distribution, sales, technical and marketing assistance and service there of and/any lawful business transaction not limited to the purchase and sell of investment properties and or stock.

**ARTICLE FOUR**

The aggregate number of shares the corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of single class and have a par value of ten (\$100).

**ARTICLE FIVE**

No shareholder shall have the right to sell, assign, Pledge, encumber, mortgage, transfer, or otherwise dispose of any of the shares without first offering such shares for sale first to the corporation and, if the corporation declines to purchase, then to the remaining shareholders.

1. If either the corporation or remaining shareholders, or both desire to purchase said shares but the parties cannot agree on a price, then the corporation and the transferring shareholder shall select each an appraiser, and the two appraisers shall select a third appraiser who shall be experienced in business, banking and accounting and who shall reside in the county in which the principal place of business of the corporation is located.

2. The three appraisers shall appraise such shares and the majority of the appraisers shall determine the value of such shares. In determining values good will

shall not be considered. The appraisal shall take place at the offices of the corporation and the appraisers shall notify the parties in writing of the time and place of the appraisal . The corporation and the transferring shareholder shall share the appraisal expenses.

#### ARTICLE SIX

The corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE SEVEN

The following actions shall require the affirmative vote or written consent of the holders of 510 percent of the issued and outstanding shares of the corporation: amendment of the articles of incorporation, merger or consolidation, sale, conveyance, exchange, transfer, or any other disposition of substantially all of the property and assets of the corporation; or the voluntary dissolution, liquidation or winding up of the corporation.

#### ARTICLE EIGHT

The registered agent shall be Robert P. Brown 12465 N.W. 18 Court Miami Fl 33167.

#### ARTICLE NINE

The officers of the corporation shall be:

Robert P. Brown 12465 N.W. 18 Court Pres./Secretary.

Guies Brown 12465 N.W. 18 Court Miami, FL 33167 Vice Pres.

Alvin Symonette 12465 N.W. 18 Court Miami, FL 33167 Treasurer

#### ARTICLE TEN

The name and address of the incorporators are:

Robert P. Brown 12465 N. W. 18 Court Miami Fl 33167 Executed by the undersigned incorporators at Miami, Dade County, Florida this 30 day of October 1999.

I hereby accepts and acknowledges the role of registered agent Robert P. Brown

Robert P. Brown

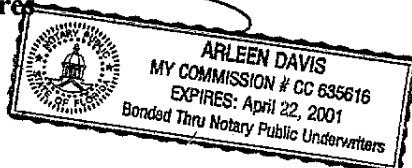
STATE OF FLA

COUNTY OF DADE

The foregoing Articles of Incorporation were acknowledged before me this 30 day of October 30, 1999 by Robert Brown known to me personally as the person executing this document and who did take oath.

Notary Arleen Davis

My commission expires



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