Filing fee: $150.00
License fee: $15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. # 76881

APPLICATION FOR CERTIFICATE OF AUTHORITY OF

QUANTUM INTERNATIONAL GROUP, INCORPORATED

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is QUANTUM INTERNATIONAL GROUP, INCORPORATED

SECOND: The name which it elects to use in Rhode Island is QIG, INCORPORATED

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is December 29, 1993 and the period of its duration is perpetual.

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware

SIXTH: The address of its proposed registered office in Rhode Island is 321 South Main Street, Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is Gary R. Pannone

Gary R. Pannone
Gary R. Pannone *Signature*

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To engage in any lawful act or activity for which corporations may be organized under the Rhode Island Business Corporation Act, as amended, including, but not limited to, claims analysis, adjusting, financial fraud investigation and risk management.

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MAY 17 1994
BY #9 122147

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SECRETARY OF STATE
CORPORATIONS

Form 27A 10M 9-91

EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Michael F. Sparfven	Director	One Hospital Trust Plaza, Providence, RI 02903
	Director	
	Director	
Michael F. Sparfven	President	One Hospital Trust Plaza, Providence, RI 02903
	Vice President	
Michael F. Sparfven	Secretary	One Hospital Trust Plaza, Providence, RI 02903
Michael F. Sparfven	Treasurer	One Hospital Trust Plaza, Providence, RI 02903

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
8,000	common		.01¢

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
2,000	common		.01¢

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is $ 0

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is $ 0

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is $ 0

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is $ 0

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 10, 19 94

QUANTUM INTERNATIONAL GROUP, INCORPORATED
[Exact Corporate Name of Corporation Making Application]

By [signature]
Its President

and [signature]
Its Secretary

STATE OF Rhode Island
COUNTY OF Providence } Sc.

At Providence in said County on the 10th day of May 19 94 before me personally appeared Michael F. Sparfven, who being by me first duly sworn, declared that he is the President of Quantum International Group, Incorporated that he signed the foregoing document as such President of the corporation, and that the statements therein contained are true.

Mary Ann Demers
Notary Public

(NOTARIAL SEAL)

MARY ANN DEMERS, Notary Public
State of Rhode Island and Providence Plantations
My Commission Expires 7/2/95

State of Delaware

Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "QUANTUM INTERNATIONAL GROUP, INCORPORATED", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1993, AT 4:30 O'CLOCK P.M.

William T. Quillen

William T. Quillen, Secretary of State

2365891 8100

944084421

AUTHENTICATION: 7117146

DATE: 05-12-94

CERTIFICATE OF INCORPORATION

OF

QUANTUM INTERNATIONAL GROUP, INCORPORATED

1. The name of the corporation is:

QUANTUM INTERNATIONAL GROUP, INCORPORATED

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware including, but not limited to, claims analysis, adjusting, financial fraud investigation and risk management.

To borrow or raise money for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the while or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

4. The total number of shares of stock which the corporation shall have authority to issue is:

Eight Thousand (8,000) shares of one (.01¢) cent par value common stock, having an aggregate sum of Eighty ($80.00) Dollars.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof are as follows:

At all elections of directors of the corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for such provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected by him, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit.

The holders of the one (.01¢) cent par value common stock shall, upon the issuance or sale of shares of stock of any class (whether now or hereafter authorized) or any securities convertible into such stock, have the right, during such period of time and on such conditions as the board of directors shall prescribe, to subscribe to and purchase such shares or securities in proportion to their respective holdings of the one (.01¢) cent par value common stock, at such price or prices as the board of directors may from time to time fix and as may be permitted by law.

5. The name and mailing address of each incorporator is as follows:

Name	Address
Gary R. Pannone	321 South Main Street Providence, RI 02903

5B. The name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

Directors To Be Elected.

6. The corporation is to have perpetual existence, commencing on the date of filing of the Certificate of Incorporation.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with law, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of