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Docu[ment Number]

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 12/29

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*****70.00 *****70.00

Corporation(s) Name

QHR Administrative Services, Inc.

(X)Profit	( )Amendment	( )Merger
( )Nonprofit		
(X)Foreign	( )Dissolution	( )Mark
( )LLC	( )Withdrawal	
( )Limited Partnership	( )UBR	( )Other
( )Reinstatement	( )Fititious Name	( )Ch RA
( )UCC ( ) 1 or ( ) 3		

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-01/02/01--01002--006
******8.75 ******8.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

***Special Instructions**

( )Certified Copy	( )Photocopies	(X)CUS
( )arts/ameds/mergers ( ) Other-See Above		
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SUFFICIENCY OF FILING

Carol Clark

Thank You!

2000 DEC 29 PM 2:46

1/2/01

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

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TALLAHASSEE, FLORIDA

1. QHR Administrative Services, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas
(State or country under the law of which it is incorporated)

3. 75-2910981
(FEI number, if applicable)

4. December 7, 2000
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 1, 2001
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 12770 Merit Drive Suite 700, LB 100, Dallas, Texas 75251
(Current mailing address)

8. Office administrative services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

Randy A. Shelley
(Registered agent's signature) (Officer)

RANDY A. SHELLEY
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: ______________________

____

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TALLAHASSEE, FLORIDA

Vice Chairman: See attached list of directors

Address: ______________________

____

Director: See attached list of directors

Address: ______________________

____

Director: ______________________

Address: ______________________

____

B. OFFICERS

President: See attached list of officers

Address: ______________________

____

Vice President: ______________________

Address: ______________________

____

Secretary: ______________________

Address: ______________________

____

Treasurer: ______________________________

Address: ______________________________

____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Wesley F Byloff
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. WESLEY F. BYLOFF Treasurer
(Typed or printed name and capacity of person signing application)

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QHR Administrative Services, Inc.
Officers/Directors

Sole Director

W.A. Farris
12770 Merit Drive Suite 700
LB 100
Dallas, Texas 75251

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Officers

President:
W.A. Farris
12770 Merit Drive Suite 700
LB 100
Dallas, Texas 75251

Vice-President:
Theodore R. Moseley
12770 Merit Drive Suite 700
LB 100
Dallas, Texas 75251

Vice-President:
Robert E. Drawbridge
12770 Merit Drive Suite 700
LB 100
Dallas, Texas 75251

Secretary:
Andrew J. McCarney
12770 Merit Drive Suite 700
LB 100
Dallas, Texas 75251

Assistant Secretary:
Pam McCrae
12770 Merit Drive Suite 700
LB 100
Dallas, Texas 75251

Treasurer:
Wesley F. Byloff
12770 Merit Drive Suite 700 LB 100
Dallas, Texas 75251

The State of Texas

SECRETARY OF STATE

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TALLAHASSEE, FLORIDA

**IT IS HEREBY CERTIFIED that
Articles of Incorporation of**

**QHR ADMINISTRATIVE SERVICES, INC.
File No. 1607289-00**

were filed in this office and a certificate of incorporation was issued to this corporation, and no certificate of dissolution is in effect and the corporation is currently in existence.

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on December 27, 2000.

Elton Bomer
Secretary of State

DAE