

CORPORATE ACCESS, INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Quality Health Plan, L.L.C.
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
QUALITY HEALTH PLAN, L.L.C.**
a Florida Limited Liability Company

Pursuant to section 608.411, Florida Statutes, this Florida limited liability company adopts the following restated articles of organization containing amendments superseding the original articles of organization filed with the Secretary of State for the State of Florida on January 11, 2002, and assigned document number L02000000867.

ARTICLE I.
NAME

The name of this Limited Liability Company is QUALITY HEALTH PLAN, L.L.C., doing business as QHP FINANCIAL GROUP.

ARTICLE II.
ADDRESS

The mailing and street address of the principal office of the Limited Liability Company

Holiday Tower
2435 US 19 #470
Holiday, FL 34691

ARTICLE III.
DURATION

This Limited Liability Company's existence shall commence upon the acceptance of the Articles of Organization by the Secretary of State of Florida and shall have perpetual duration.

ARTICLE IV.
MEMBERS

The Limited Liability Company shall at all times maintain at least one or more members. The name and address of the initial member is:

Arain Nawaz, M.D.
620 Belle Terre Rd.
Port Jefferson, NY 11777

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ARTICLE V.
MANAGEMENT

The Limited Liability Company is a member managed company.

ARTICLE VII.
REGISTERED AGENT, REGISTERED OFFICE, AND REGISTERED AGENT'S
SIGNATURE

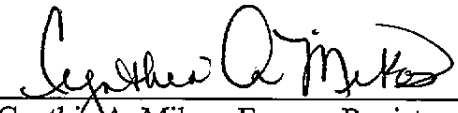
The name and the Florida street address of the registered agent is:

Cynthia A. Mikos, Esq.
Cynthia A. Mikos, P.A.
205 N. Parsons Ave., Suite A
Brandon, FL 33510-4515

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Cynthia A. Mikos, Esq., as Registered Agent

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. Additionally, in accordance with section 608.411, Florida Statutes, these amended and restated articles of organization are duly executed and filed with the Secretary of State.


Arain Nawaz, Sole Member