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FLORIDA NON-PROFIT CORPORATION

FLORIDIANS FOR QUALITY HEALTH CARE, INC.

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|-----------------------|---------|
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**ARTICLES OF INCORPORATION
OF
FLORIDIANS FOR QUALITY HEALTH CARE, INC.**

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

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ARTICLE I - NAME

The name of the corporation shall be FLORIDIANS FOR QUALITY HEALTH CARE, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are: to advocate for legislation, legislative proposals and ballot initiatives which improve the quality and affordability of health care in the state of Florida; to advocate for legislation, legislative proposals and ballot initiatives, which improve the availability and affordability of medical malpractice insurance in the state of Florida; to advocate for legislation, legislative proposals and ballot initiatives which reduce the incidence of frivolous and unfair medical malpractice lawsuits, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

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The purposes for which the corporation is organized shall be limited to those which it determines are in the best interests of the state of Florida and its citizens. In no event shall the corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder (the "Code").

The corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in activities subversive to the United States of America.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise

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any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(4) of the Code; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

The corporation shall have no members. Its affairs shall be governed by its Board of Directors.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than fifteen (15) persons. The number of directors shall be fixed in the Bylaws of the corporation. Annual elections will be held on the 31st day of December of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the existing Directors of the corporation in attendance at the annual meeting of the Board of Directors of the corporation.

The officers of the corporation shall consist of a President and Secretary/Treasurer and such other officers and assistant officers and agents as provided in the Bylaws of the corporation.

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Each officer shall serve for such term as determined by the Board of Directors. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

| <u>Name</u> | <u>Office</u> |
|----------------------|----------------|
| Julio Gundian, MD | President |
| Richard Morrison | Vice President |
| Dean Cole, MD | Secretary |
| Daryl Wier, MD, FACS | Treasurer |

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be four (4) and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------------|--|
| Dean Cole, MD | 1118 S. Orange Avenue Orlando, FL 32806 |
| Julio Gundian, MD | 1812 North Mills Avenue Orlando, FL 32803 |
| Richard Morrison | 2400 Bedford Road Orlando, FL 32803 |
| Daryl Wier, MD, FACS | 1181 Orange Avenue Winter Park, FL 32789 |

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ARTICLE IX - BYLAWS

The Bylaws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at a duly called meeting of the Board of Directors in accordance with the Bylaws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) or 501(c)(4) of the Code. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be:

301 East Pine Street, Suite 1400
Orlando, Florida 32801

The name of the initial registered agent of the corporation shall be:

David L. Schick, Esquire

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ARTICLE XIII - CORPORATION'S MAILING ADDRESS

The mailing address of the corporation shall be:


301 East Pine Street
Suite 1400
Orlando, FL 32801

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

David L. Schick, Esquire
Gray, Harris & Robinson, P.A.
301 East Pine Street, Suite 1400
Orlando, Florida 32801

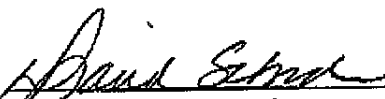
IN WITNESS WHEREOF, I have set my hand and seal this 4th day of September, 2002.


David L. Schick, Esquire

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of
FLORIDIANS FOR QUALITY HEALTH CARE, INC., I hereby accept and agree to act in this
capacity.


David L. Schick, Esquire