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FILED
04 JAN 28 AM 10:13
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Amended
MAD 2/4



January 26, 2004

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Corporation Filings

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Amendment to the Articles of Incorporation for the following Corporation:

Quality Systems International, Inc.

Also enclosed is a check in the amount of \$ 70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,

Langdon Accounting & Tax Service, Inc.
Attn: Dr. Allen E. Langdon
P.O. Box 850
Osprey, FL 34229-0850

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Quality Systems International, Inc.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The following amendments are hereby repealed and removed from the original Articles of Incorporation of the Corporation:

ARTICLE V. REGISTERED OFFICE & AGENT

SECOND: The following amendments hereby replace or are added to the Articles of Incorporation of the Corporation:

ARTICLE V. - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 125 First Avenue, Nokomis, FL 34275-4242, and in the name of the registered agent of this Corporation at that address is Allen E. Langdon, Ph.D.

ARTICLE VIII. - POWERS

This Corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE IX. - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

The holders of the common stock of the Corporation shall have the preemptive right to purchase, upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation

and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE X. - CUMULATIVE VOTING

All Shareholders are entitled to a cumulate their votes for Directors.

At each election for Directors, every Shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of candidates.

ARTICLE XI. - INDEMNIFICATION

All Officers and Directors shall be indemnified by the Corporation to the fullest extent permitted by law against all expenses and liabilities, including attorney's fees reasonable incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE XII. - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

THIRD: CLARIFICATION: The Articles of Incorporation of Quality Systems International, Inc. should read in its entirety as follows:

ARTICLE I. - NAME

The name of the Corporation is Quality Systems International, Inc.

ARTICLE II. - PRINCIPAL OFFICE & MAILING ADDRESS

The principal office and mailing address of the Corporation shall be at 10102 284th Street East, Myakka City, Florida 34251. The Corporation may change its principal office from time to time as permitted by law.

ARTICLE III. - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. - SHARES [CAPITAL STOCK]

This Corporation is authorized to issue 500 Shares of Voting Common Stock with a Par Value of \$1.00 per Share.

ARTICLE V. - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 125 First Avenue, Nokomis, FL 34275-4242, and in the name of the registered agent of this Corporation at that address is Allen E. Langdon, Ph.D.

ARTICLE VI. - INCORPORATOR

The name and address of the Incorporator is:

Incorporate-Florida.com

817 Irma Ave. #1

Orlando, Florida 32803

ARTICLE VII. - BOARD OF DIRECTORS & OFFICERS

The Corporation shall have One (1) Director. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and addresses of the Directors and officers of this Corporation are:

Andrew Davis – President

10102 284th Street East

Myakka City, Florida 34251

ARTICLE VIII. - POWERS

This Corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE IX. - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. The holders of the common stock of the Corporation shall have the preemptive right to purchase, upon such price, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the common stock of the Corporation as may be issued from time to time over and above the issue of the first shares of the common stock of the Corporation which have never previously been sold or issued. Such preemptive right shall apply to such shares whether such additional shares constitute a part of the shares presently or subsequently authorized or constitute shares held in the treasury of the Corporation and shall be exercised in the respective ratio with the number of shares held by each stockholder at the time of such issue bears to the total number of shares outstanding in the names of all stockholders at such time.

ARTICLE X. - CUMULATIVE VOTING

All Shareholders are entitled to a cumulate their votes for Directors.

At each election for Directors, every Shareholder entitled to vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principal among any number of candidates.

ARTICLE XI. - INDEMNIFICATION

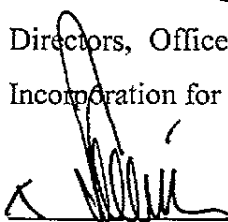
All Officers and Directors shall be indemnified by the Corporation to the fullest extent permitted by law against all expenses and liabilities, including attorney's fees reasonable incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all Officers and Directors against any liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE XII. - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

FOURTH: Acceptance:

We, the undersigned, being all the Directors of Quality Systems International, Inc. certify that the Directors, Officers, and Stockholders duly adopted the foregoing Amendments to the Articles of Incorporation for Quality Systems International, Inc. by unanimous vote this 13th Day of January 2004.



Andrew Davis / Director, President, Treasurer, Secretary & Stockholder

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 13th day of January, 2004, by Andrew Davis, described as the Director, Officer & Stockholder of Quality Systems International, Inc., who are personally known to me or who have produced a Driver's License as identification, and who did take an oath.

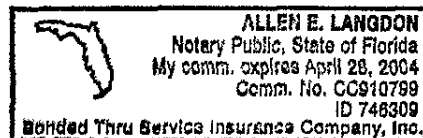
My Commission Expires: 04/28/2004



Notary Public: Allen E. Langdon

Commission No: CC 910799

ID No: 746309

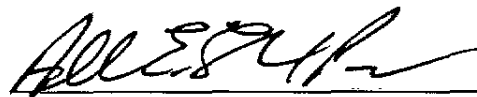


ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
Quality Systems International, Inc.

Having been named to accept Service of Process for the above stated Corporation, at the place designated in the Corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all Statutes relative to the proper and complete performance of its duties.

DATED this 13th day of January, 2004

By:

A handwritten signature in black ink, appearing to read "Allen E. Langdon", written over a horizontal line.

Allen E. Langdon / President

Registered Agent