

MAR-06-2007 12:47 From:

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Division of Corporations

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Florida Department of State

Division of Corporations

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SECRETARY OF STATE
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FLORIDA PROFIT/NON PROFIT CORPORATION

Quality Health Plans Insurance Company, Inc.

Certificate of Status	3
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Estimated Charge	\$122.50

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Corporate Filing Menu

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J. Shivers MAR 07 2007

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**ARTICLES OF INCORPORATION
OF
QUALITY HEALTH PLANS INSURANCE COMPANY, INC.**

The undersigned, acting as the incorporators, adopt these Articles of Incorporation and form a profit corporation (the "Corporation" under the Florida Business Corporation Act (the "Act")), as follows:

**I.
Name**

The name of the Corporation is **Quality Health Plans Insurance Company, Inc.**

**II.
Term of Existence**

The date when corporate existence will commence is March 12, 2007 in accordance with Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**III.
Kinds of Insurance**

The Corporation is organized to provide Medicare fee-for-service insurance.

**IV.
Principal Office**

The principal office and mailing address of the Corporation is 2435 US Highway Suite 470, Holiday, in Pasco County, FL 34691.

**V.
Capital Stock**

The Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

**VI.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 201 S. Westland Avenue, Tampa, in Hillsborough County, Florida 33606 and the name of its initial registered agent at such address is Tina E. Dunsford.

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VII.
Directors

The Corporation will have five (5) directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but the Corporation will always have at least five (5) directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Dr. Nazeer Khan, M.D.	Holiday Tower 2435 U.S. Highway 19 Suite 600 Holiday, FL 34691
Dr. Haider Khan, M.D	Holiday Tower 2435 U.S. Highway 19 Suite 600 Holiday, FL 34691
Ms. Sabiha Khan	Holiday Tower 2435 U.S. Highway 19 Suite 470 Holiday, FL 34691
Ms. Courtney Browning, CPA	Holiday Tower 2435 U.S. Highway 19 Suite 470 Holiday, FL 34691
Ms. Tina Dunsford, Esq.	201 S. Westland Avenue Tampa, FL 33606

VIII
Incorporator

The names and address of the incorporators signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Dr. Nazeer Khan, M.D.	1470 Harbour Walk Road Tampa, FL 33602
Dr. Haider Khan	5557 Bowline Bend New Port Richey, FL 34652

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Ms. Sabiha Khan

5557 Bowline Bend
New Port Richey, FL 34652

Ms. Courtney Browning

38 Royal Palm Circle
Largo, FL 33778

Ms. Tina Dunsford

1713 West Jetton Avenue
Tampa, FL 33606

IX.

Affiliated Transactions

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

X.

Control Share Acquisitions

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

XI.

Domestic Stock Insurer

The Corporation shall be governed by the requirements of and subject to the provisions of Chapter 628, Florida Statutes, as applicable to domestic stock insurers.

XII.

Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

XIII.

Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

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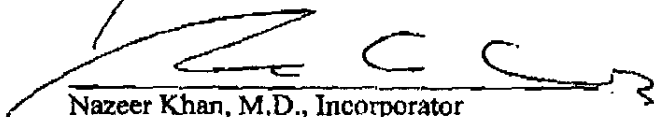
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XIV.
Amendment

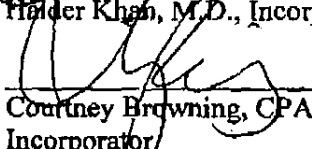
These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on March 5, 2007.



Sabiha Khan, Incorporator

Nazeer Khan, M.D., Incorporator

Helder Khan, M.D., Incorporator

Courtney Browning, CPA
Incorporator

Tina Dunsford, Esq., Incorporator

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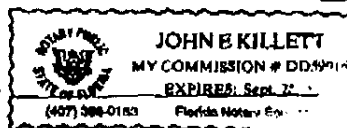
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STATE OF FLORIDA
COUNTY OF PAISCO

I HEREBY CERTIFY that on this 5 day of March, 2007, before me, the undersigned officer, personally appeared Sabine Khan known to me (or satisfactorily proven) to be the person whose name is subscribed to herein and acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal

My Commission expires:



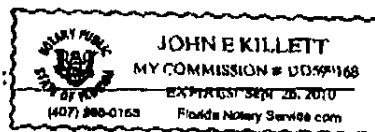
Notary Public

STATE OF FLORIDA
CITY/COUNTY OF PAISCO

I HEREBY CERTIFY that on this 5 day of March, 2007, before me, the undersigned officer, personally appeared Nasser Khan known to me (or satisfactorily proven) to be the person whose name is subscribed to herein and acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal

My Commission expires:



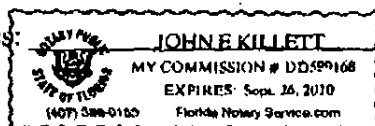
Notary Public

STATE OF FLORIDA
COUNTY OF PAISCO

I HEREBY CERTIFY that on this 5 day of March, 2007, before me, the undersigned officer, personally appeared Heide Khan known to me (or satisfactorily proven) to be the person whose name is subscribed to herein and acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal

My Commission expires:



Notary Public

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STATE OF FLORIDA
CITY/COUNTY OF

Pasco

I HEREBY CERTIFY that on this 5 day of March, 2007, before me, the undersigned officer, personally appeared Carmelo known to me (or satisfactorily proven) to be the person whose name is subscribed to herein and acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal

My Commission expires:



Notary Public

STATE OF FLORIDA
COUNTY OF

Hillsborough

I HEREBY CERTIFY that on this 6th day of March, 2007, before me, the undersigned officer, personally appeared Diana Giraldo known to me (or satisfactorily proven) to be the person whose name is subscribed to herein and acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal

My Commission expires:



Diana Giraldo
Notary Public

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MAR-06-2007 12:48 From:

To: 850 205 0381

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ACCEPTANCE BY REGISTERED AGENT

I accept the appointment as Registered Agent of the Corporation to accept services of process on its behalf, at the place designated in these Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act.

Dated: 3/6/07

Printed Name: Tina Dunsford

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TALLAHASSEE, FLORIDA

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