

APR-25-2007 16:00 From:

Division of Corporations

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Phone : (813)254-6300
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FLORIDA PROFIT/NON PROFIT CORPORATION

QHP Group, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
QHP GROUP, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation (the "Corporation"):

ARTICLE I

Name

The name of the Corporation is QHP Group, Inc.

ARTICLE II

Purpose

The Corporation may engage or transact in any or all lawful activities permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III

Powers of Corporation and Term of Existence

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE IV

Stock Clause

The aggregate number of shares of stock which this Corporation shall have authority to issue is 100,000 shares of common stock.

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitation, if any, as may set forth in the Bylaws of the Corporation.

The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications or term or conditions of redemption of stock.

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ARTICLE V
Bylaws and Amendment

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for making, alteration, amendment or repeal of the Bylaws.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add provision to these Articles of Incorporation or to any amendment hereto, or to add provisions to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon the shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE VI
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE VII
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- a. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- b. Reorganization, merger or consolidation of the Corporation;
- c. Sale, lease or exchange of the majority portion of the property or assets of the Corporation;
- d. Dissolution of the Corporation.

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ARTICLE VIII

Directors

A. The business of the Corporation shall be managed initially by a Board of one (1) Director. The number of directors maybe, as provided in the Bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for a cause by the affirmative vote of 100% of the outstanding shares of classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX

Pre-Emptive Rights

Each shareholder of this Corporation shall have the right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. The right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE X

Initial Principal Office and Mailing Address

The initial principal office and mailing address of the Corporation is 2435 US Highway 19, Suite 470, Holiday, FL 34691.

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ARTICLE XI
Initial Registered Agent and Office

The street address of the Corporation's initial registered office is 609 West Azeele Street, Tampa, Florida 33606 and the name of the Corporation's initial registered agent at that address is Tina E. Dunsford.

ARTICLE XII
Incorporator

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Tina E. Dunsford, Esq.	609 West Azeele Street Tampa, FL 33606

ARTICLE XIII
Initial Director(s)

The Corporation initially shall have one (1) director, whose name and address are:

<u>Name</u>	<u>Address</u>
Dr. Haider Khan, MD	2435 US Highway 19, Suite 470 Holiday, FL 34691

ARTICLE XIV
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the

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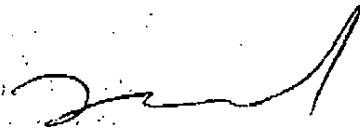
Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XV
Effective Date

The effective date of filing of these Articles of Incorporation shall be April 25, 2007.

Dated this 25th day of April, 2007.



Name: Tina E. Dunsford, Esq.
Title: Incorporator

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To: 850 205 0381

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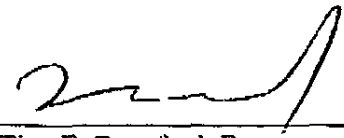
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for QHP Group, Inc., at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 25th day of April, 2007.

REGISTERED AGENT:

By: 
Name: Tina E. Dunsford, Esq.
Title: Authorized Agent

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