

FROM

PO7000050577

(MON) 12/31/07 12:12/ST. 12:12/NO. 4863333039P

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000308510 3)))



H070003085103ABCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : FOLEY & LARDNER OF TAMPA
Account Number : 071344001620
Phone : (813) 229-2300
Fax Number : (813) 221-4210

FILED
2007 DEC 31 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

QHP GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

RECEIVED
2007 DEC 31 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADR
12/31/07

Electronic Filing Menu

Corporate Filing Menu

Help

FROM

(MON) 12:31'07 12:13/ST. 12:12/NO 486338039 P 2
(((H070003085103)))

2007 DEC 31 PM 3:17

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
QHP GROUP, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "FBCA"), QHP Group, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: This Corporation is named QHP Group, Inc. and was originally incorporated in the State of Florida on April 25, 2007 under the name QHP Group, Inc., and these Amended and Restated Articles of Incorporation shall amend, restate, and supersede in their entirety any and all prior Articles of Incorporation filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the Corporation's sole shareholder pursuant to a written consent dated December 28, 2007.

ARTICLE I

NAME AND ADDRESS

The name of this Corporation is QHP Group, Inc. The mailing address and street address of the Corporation is 2435 US Highway 19, Suite 470, Holiday, Florida 34691.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall have the authority to issue shall be 150,000,000 shares of Common Stock having a par value of \$0.001 per share.

FROM

(MON) 12. 31' 07 12:13/ST. 12:12/NO. 4863333039 P 3
(((H07000308510 3)))

Pursuant to Section 607.0602 of the FBCA, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and determine the preferences, limitations, and relative rights thereof and (b) issue Common Stock or Preferred Stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the FBCA.

ARTICLE V

REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the initial Registered Agent at such address is F&L Corp.

ARTICLE VI

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than five nor more than nine directors, the exact number to be determined from time to time in accordance with the Bylaws of the Corporation.

ARTICLE VII

INDEMNIFICATION


This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE VIII

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 28 day of December, 2007.

By 
Haider Khan, MD
President

FROM

(MON) 12. 31 ' 07 12:14/ST. 12:12/NO. 4863333039 P 4
(((H07000308510 3)))

**ACCEPTANCE OF APPOINTMENT
BY REGISTERED AGENT**

The undersigned, having been named in these Amended and Restated Articles of Incorporation as the registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505 of the FBCA and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of the Corporation.

Dated: December 28, 2007

F&L CORP.

By: 

Martin A. Traber,
Vice President