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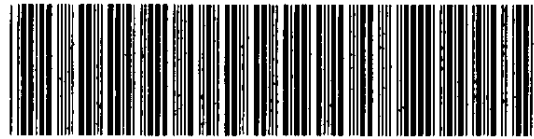
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TALLAHASSEE, FLORIDA

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EFFECTIVE DATE
12-10-1996

C.F. 7-8



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 19, 2008

MID AMERICA IPA, INC.
2515 COUNTRYSIDE BLVD., SUITE C
CLEARWATER, FL 33763

SUBJECT: MIDAMERICA, INC.
Ref. Number: F02000006072

Upon receipt of your letter and/or check(s) totaling \$128.75, no document was found. Please send your document with any fees due to:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Please return a copy of this letter to ensure your money is properly credited.

Please do not send a check without explanation of the purpose of the check.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 708A00037311

Domestication?

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 JUL -3 AM 8:00

RECEIVED

Albert R. Meyer
Attorney at Law
2435 US Highway 19
Suite 470
Holiday, FL 34691
407-529-8011

June 4, 2008

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Certificate of Domestication of MidAmerica IPA, Inc., and Articles of
Incorporation of MidAmerica FL IPA, Inc.

Dear Sir or Madam:

Enclose is one original and one copy of the Certificate of Domestication and Articles of
Incorporation and check for:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>78.75</u>
Total	\$128.75

Please send the certified copy and address any concern with the undersigned at the above
address.

Sincerely,



Albert R. Meyer

CERTIFICATE OF DOMESTICATION
OF
MIDAMERICA IPA, INC.

FILED
2000 JUL -7 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Haider Khan, M.D., President, Treasurer and Secretary of
MidAmerica IPA, Inc, a foreign corporation, pursuant to the provisions of Section
607.1801 of the Florida Statutes, does hereby certify:

1. The date on which the corporation was formed was December 10, 1996.
2. The jurisdiction where the above named corporation was first formed,
incorporation or otherwise came into being was the State of Tennessee.
3. The name of the corporation immediately prior to filing this Certificate of
Domestication was MidAmerica IPA, Inc., authorized to do business within the State of
Florida as MidAmerica, Inc.

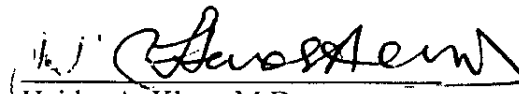
EFFECTIVE DATE
12-10-1996

4. The name of the corporation, as set forth in its articles of incorporation, to be filed
pursuant to Sections 607.0202 and 607.0401, Florida Statutes with this certificate is
MidAmerica FL IPA, Inc.

5. The jurisdiction that constituted the seat, siege social, or principal place of
business or central administration of the corporation, or any other equivalent under
applicable law immediately before the filing of the Certificate of Domestication was the
State of Florida.

6. Attached are the Florida articles of incorporation to complete the domestication requirements pursuant to Section 607.1801, Florida Statutes.

I hereby certify that I am the President, Treasurer and Secretary of MidAmerica IPA, Inc. and I am authorized to execute this Certificate of Domestication on behalf of the corporation and have done so this 5th day of June, 2008.


(Haider A. Khan, M.D.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-10-1996

**ARTICLES OF INCORPORATION
OF
MIDAMERICA FL IPA, INC.**

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2008 JUL -7 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporation Act

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is MidAmerica FL IPA, Inc.

**ARTICLE II
TERM OF EXISTENCE**

The period for which the corporation is organized is perpetual.

EFFECTIVE DATE
12-10-1996

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to arrange by contract for the delivery or provision of health services by individuals, entities and facilities licensed or certified to practice medicine and other health professions, and, as appropriate, ancillary medical services and equipment, by which arrangements such health care providers and suppliers will provide their services in accordance with and for such compensation as may be established by a contract between the Corporation and one or more managed care organizations (hereinafter called "MCOs") which have been granted a certificate of authority pursuant to the provisions of Chapter 641, Florida Statutes. Additionally, the corporation may engage in any other activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

1. Authorized Stock. The corporation is authorized to issue the following shares of capital stock:

(a) Common Stock. The aggregate number of shares of Common Stock which the corporation shall have authority to issue is 10,000,000 with a par value of \$.0001 per share.

(b) Preferred Stock. The aggregate number of shares of Blank Check Preferred Stock which the corporation shall have the authority to issue is 1,000,000 with a par value of \$.0001 per share.

2. Description of Common Stock. Holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of the stockholders and may not cumulate their votes for the election of directors. Shares of Common Stock are not redeemable, do not have any conversion or preemptive rights and are not subject to further calls or assessments once fully paid.

Holders of Common Stock will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the Board of Directors out of funds legally available therefore, subject to any prior rights accruing to any holders of preferred stock of the Corporation upon liquidation or dissolution of the Corporation, holder of shares of Common Stock will be entitled to share proportionately in all assets available for distributions to such holders.

3. Description of Preferred Stock. The terms, preference, limitation and relative rights of the Preferred Stock are as follows:

(a) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, but not to exceed one vote per share, or without voting powers, and with such designations, preferences and relative participating optional or other special rights and qualifications, limitations or restrictions as shall be fixed and determined in the resolution or resolutions provided for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment hereto, including without limitation:

(i) the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (but not above the total number of authorized shares of Preferred Stock and, except where otherwise provided by the Board of Director in created such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors;

(ii) the rate of dividends payable on shares of such series, the times of payments, whether dividends shall be cumulative, the conditions upon which and the date from which such dividends shall be cumulative;

(iii) whether shares of each series can be redeemed, the time or times when and the price or prices at which shares of such series shall be redeemable, the redemption price, terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares;

(iv) the amount payable on shares of such series and the rights of holders of such series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation;

(v) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, share of Common Stock or share of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(vi) the rights, if any, of the holders of shares of such series to vote.

(b) Except with respect to the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be of equal rank and shall be identical and each share of a series shall be identical in all respects with other shares of the same series.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS

The initial street address in this state of the principal office of the corporation is 2515 Countryside Boulevard, Suite C, Clearwater, FL 33763. The Board of Directors may, from time to time, move the principal office to any other address within the State of Florida.

ARTICLE VI

INCORPORATOR

The name and street address of the incorporation is:

<u>Name</u>	<u>Address</u>
Albert R. Meyer, Esq.	2435 US Highway 19 Suite 470 Holiday, FL 34691

The incorporator of this corporation assigns to this corporation his rights under Section 607.0210, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of the this corporation, this assignment becoming effective on the date of filing of these Articles of Incorporation.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) director. The name and address of the initial director is:

<u>Name</u>	<u>Address</u>
Haider A. Khan, M.D.	2515 Countryside Boulevard Suite C Clearwater, FL 33763

ARTICLE VIII
INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial designation of the registered office of this corporation is 2515 Countryside Boulevard, Suite C, Clearwater, FL 33763 and the registered agent is Haider A. Khan.

ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless a majority of the directors and a majority of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X
BY-LAWS


New by-laws may be adopted, and existing by-laws may be amended or repealed by the stockholders or by the Board of Directors, by the affirmative vote of the holders of a majority of the voting power of the shares entitled to vote thereon or a majority of the directorships as the case may be. The notice of any meeting of the stockholders or directors at which the by-laws are to be adopted, amended or repealed shall include notice of such proposed action. Any action taken with respect to adopting or repealing a by-law or amending the by-laws by the Board of Directors may be rendered ineffective by the affirmative vote of the holders of a majority of the voting power of the shares entitled to vote, provided that the notice of any meeting of the stockholders at which action of the Board of Directors are to be rendered ineffective shall include notice of such proposed action.

ARTICLE XI
CONFERENCE MEETINGS

Members of the Board of Directors of the corporation may participate in meetings of the Board of Directors by means of conference telephone or other electronic means as provided by law.

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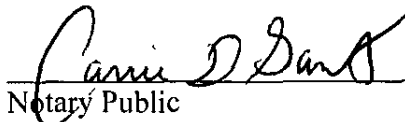
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 7th day of June, 2008


Albert R. Meyer

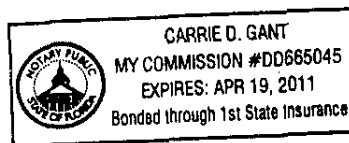
State of Florida)
)
County of Pasco)

On this _____ day of June, 2008, before me a Notary Public in and for the State and County aforesaid, personally appeared Albert Meyer who is either known to me personally or who supplied _____ as identification, acknowledged to the fact that he is the incorporator of MidAmerica FL IPA, Inc., and that he executed as said incorporator the foregoing Articles of Incorporation of said corporation as his act and deed as the act and deed of said corporation.

Witness my hand and seal of office on the date and year first aforesaid


Notary Public

Notary Public Commission Expires: 4/19/2011
Notary Seal



**CERTIFICATION OF DESIGNATION
OF
REGISTERED AGENT**

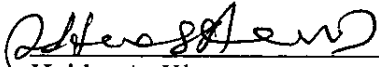
Pursuant to Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

That MidAmerica FL IPA, Inc., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation, at 2515 Countryside Boulevard, Suite C, Clearwater, FL 33763, County of Pinellas, State of Florida, has named Haider A. Khan as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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 obligations of my position as registered agent.

Registered Agent:


Haider A. Khan

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TALLAHASSEE, FLORIDA