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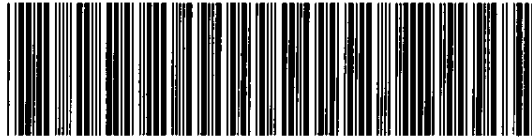
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

T. CLINE

JAN - 9 2009

EXAMINER



January 7, 2009

Florida Secretary of State
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: QHP Financial Group, LLC Conversion to QHP Financial Group, Inc.
Document No: L08000061340

Dear Sir or Madam:

Please find enclosed a check for 113.75, representing the amount for conversion fees and filing fees for the Articles of Incorporation and certified copy of corporate filing for the above referenced corporate entity. Please note that the original documents were sent by Federal Express; however the check had not been enclosed.

I apologize for any inconvenience this may have caused. Thank you for your attention to this matter. Please contact me at 727-945-8400 at extension 234 or Albert Meyer, Esq. at 407-529-8011 if you should have any questions.

Very truly,

A handwritten signature in black ink, appearing to read "Carrie Gant", written over a horizontal line.

Carrie Gant
Paralegal

Enclosure

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Albert R. Meyer, P.A.
Attorney at Law
2435 US Highway 19
Suite 470
Holiday, Florida 34691
407-529-8011
Fax 800-910-1896
armeyerpa@gmail.com

December 9, 2008

Florida Secretary of State
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

RE: Conversion of QHP Financial Group, LLC into QHP Financial Group, Inc.

Dear Sir or Madam:

Enclosed please find the following:

Certificate of Conversion for QHP Financial Group, LLC into QHP Financial Group, Inc.

Articles of Incorporation for QHP Financial Group, Inc.

Check for \$113.75 for conversion fees, filing fees for articles of incorporation and certified copy of corporate filing

Please direct all inquiries to the undersigned.

Sincerely,


Albert R. Meyer

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CERTIFICATE OF CONVERSION
FOR
QHP FINANCIAL GROUP, LLC
INTO
QHP FINANCIAL GROUP, INC.

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation pursuant to section 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is: QHP Financial Group, LLC. 608-61340
2. The "Other Business Entity" is a limited liability company first organized under the laws of the State of Florida on June 20, 2008.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is QHP Financial Group, Inc.
4. The conversion will be effective upon the date of filing with the Florida Secretary of State.

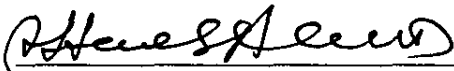
Signed this 9th day of December, 2008

QHP Financial Group, Inc.



Albert R. Meyer, Esq., Incorporator

QHP Financial Group, LLC



Haider A. Khan, M.D., Member and President

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ARTICLES OF INCORPORATION
OF
QHP FINANCIAL GROUP, INC.

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself in the formation of this corporation under the laws of the State of Florida, pursuant to the provision of Chapter 607, Florida Statutes:

ARTICLE I
CORPORATE NAME

The name of the corporation shall be QHP Financial Group, Inc. The corporation shall have perpetual existence.

ARTICLE II
GENERAL PURPOSE

The general purpose for which this corporation is organization shall be:

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in investment and ownership of managed care entities and such other lawful activities or purposes for which corporation may be organization under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any time is 1,000,000 shares of common stock have a par value of one cent (\$0.01) per share.

The Board of Directors 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 stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitation, if any, as may be set forth in the Bylaws of the Corporation.

The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the

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preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or term or conditions of redemption of stock.

ARTICLE IV DIRECTORS

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

B. The initial number of Directors of this Corporation shall be four (4).

C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of the Corporation or until such director is removed from office pursuant to the Bylaws of the Corporation or until his/her successor is elected or appointed and qualified is:

Haider A. Khan, M.D.
2435 US Highway 19
Suite 470
Holiday, Florida 34691

Nazeer H. Khan, M.D.
2435 US Highway 19
Suite 470
Holiday, Florida 34691

Sabiha H. Khan, MBA
2435 US Highway 19
Suite 470
Holiday, Florida 34691

Safia H. Khan
2435 US Highway 19
Suite 470
Holiday, Florida 34691

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ARTICLE V INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be: 2435 US Highway 19, Suite 470, Holiday, Florida 34691

ARTICLE VI
REGISTERED AGENT

The address of the initial registered agent is 2435 US Highway 19, Suite 470, Holiday, Florida 34691. The name of the initial registered agent is Albert R. Meyer, Esq.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator of the Corporation is:

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

ARTICLE VIII
AMENDMENT TO ARTICLES

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

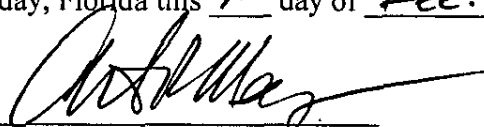
ARTICLE IX
INDEMNIFICATION

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

ARTICLE X
EFFECTIVE DATE

The Corporation shall become effective upon the date of filing of these Articles of Incorporation with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Holiday, Florida this 9th day of Dec., 2008.



Albert R. Meyer, Incorporator

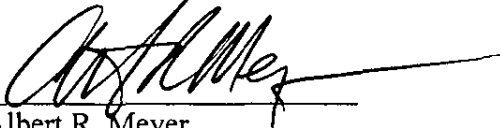
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ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of the all statutes relative to the proper and complete performance of my duties.

Dated this 9th day of Dec., 2008


Albert R. Meyer

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