

FAX (813) 531-8912

P95000062495

Gregory D. Clark, P.A.

Attorney at Law

A chartered professional association

August 10, 1995

Phone (813) 531-8911

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Q.P.I. MED-GROUP, INC., Incorporation

Dear Sirs:

Enclosed herewith please find the original and one copy of Articles of Incorporation for Q.P.I. MED-GROUP, INC. as well as our check in the amount of \$122.50 to cover the cost of filing, registered agent and certification of the copy.

Please return the copy after endorsing your approval thereon.

Very truly yours,



Gregory D. Clark

200001558402
-08/11/95--01043--016
****122.50 ****122.50

GDC/ko
enc.

8/14/95
TK

295A-3794

ARTICLES OF INCORPORATION
Q.P.I. MED-GROUP, INC.

ARTICLE I. NAME

The name of this corporation is Q.P.I. MED-GROUP, INC.

ARTICLE II. COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203 Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III. DURATION

This corporation shall exist perpetually, commencing on the date of the subscription and acknowledgment of the Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation is organized for the following purposes:

A. For the transaction of any and all lawful business.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) common shares of \$10.00 (dollars) par value capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any new capital stock of the same kind, class or series, as that which he or she already holds, shall have the preemptive right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered agent of this corporation is 18167 U.S. 19 North, Suite 560, Clearwater, Florida 34624. The name of the initial registered agent for this corporation at that address is Gregory D. Clark, Esq.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation will have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and street address of each person who is to serve as a member of the initial Board of Directors is:

Timothy Hobgood
Robert Hagerman
Sal Occhipinti
758 91st Avenue North
St. Petersburg, FL 33702

ARTICLE IX. INCORPORATOR

The name and address of the persons signing these Articles of Incorporation are:

Timothy Hobgood
Robert Hagerman
Sal Occhipinti
758 91st Avenue North
St. Petersburg, FL 33702

ARTICLE X. INDEMNIFICATION

This corporation shall indemnify any officer or any former officer, to the full extent as provided for by law.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto. Any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XII. MAILING ADDRESS

The mailing address for the corporation shall be:

758 91st Avenue North
St. Petersburg, FL 33702

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 7th day of August, 1995.

Timothy M. Hobgood
Timothy Hobgood

Robert Hagerman

Robert Hagerman

Sal Occhipinti

Sal Occhipinti

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared TIMOTHY HOBGOOD, ROBERT HAGERMAN and SAL OCCHIPINTI known to me to be the person(s) described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, and are personally known to me or have produced a driver's license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of August, 1995

[Signature]
Notary Public

My commission expires:



GREGORY D CLARK
My Commission CC380851
Expires Aug. 08, 1998
Bonded by HAI
800-422-1885

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Q.P.I. MED-GROUP, INC., at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida law relative to keeping this office open dated this 7th day of August, 1995.



Gregory D. Clark, Esq.

FAX (813) 531-8912

Gregory D. Clark, P.A.

Phone (813) 531-8911

Attorney at Law

A chartered professional association

December 11, 1995

P95000062495

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

Re: 95-087; Q.P.I. MED-GROUP, INC., Dissolution

Dear Sirs:

Enclosed herewith please find the original and one copy of the Articles of Dissolution for Q.P.I. MED-GROUP, INC. as well as our check in the amount of \$35.00 to cover the cost of the filing fee.

Please return the copy after endorsing your approval thereof.

Very truly yours,



Gregory D. Clark

GDC/ko
enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 13 PM 1:31

800001661009
-12/13/95--01067--004
*****35.00 *****35.00

Vildis

DEC 15 1995

ARTICLES OF DISSOLUTION PURSUANT TO
S.S. 607.1403 OF THE FLORIDA GENERAL
BUSINESS CORPORATION ACT

Q.P.I. MED-GROUP, INC.

95 DEC 13 PM 1:31
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

TO: Department of State
Tallahassee, FL 32304

Pursuant to the provisions of Section 607.1403 of the Florida General Corporation Act, the undersigned corporation adopts the following articles of dissolution for the purpose of dissolving the corporation.

1. The name of the corporation is Q.P.I. MED-GROUP, INC.
2. The names and respective addresses of the officers of the corporation are as follows:

President:	Robert Hagerman 3155 Amboy Road, Ste 200 Staten Island, NY 10306
------------	--

Vice President, Secretary & Treasurer:	Sal Occhipinti 3155 Amboy Road, Ste 200 Staten Island, NY 10306
---	---

C.E.O.:	Timothy Hobgood 758 91st Avenue North St. Petersburg, FL 33702
---------	--

3. The names and respective addresses of the directors of the corporation are as follows:

Director:	Robert Hagerman 3155 Amboy Road, Ste 200 Staten Island, NY 10306
-----------	--

Director:	Sal Occhipinti 3155 Amboy Road, Ste 200 Staten Island, NY 10306
-----------	---

Director:	Timothy Hobgood 758 91st Avenue North St. Petersburg, FL 33702
-----------	--

4. Adequate provision has been made for the payment of all of the liabilities and obligations of the corporation.

5. All the property and assets of the corporation remaining after the payment of all debts, obligations and liabilities of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. There are no actions pending against the corporation in any court.

7. The corporation elected to dissolve by unanimous written consent of its shareholders, and such written consent has been signed by all shareholders of the corporation or signed in their names by their attorneys. This dissolution was authorized on 11-15-95.

Dated this 8th day of Dec., 1995

Q.P.I. MED-GROUP, INC.

BY: [Signature]
Robert Hagerman, Pres.

STATE OF New York
COUNTY OF Richmond

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ROBERT HAGERMAN as President of Q.P.I. MED-GROUP, INC. known to me to be the person(s) described in and who executed the foregoing instrument who acknowledged before me that he executed the same, and is personally known to me or has produced a driver's license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of December, 1995.

[Signature]
Notary Public

My commission expires:
3/1/16

JOAN A. FISCHER
Commissioner of Deeds
City of New York No. 5775
Certificate Filed in Richmond County
Commission Expires March 1, 1996