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August 22, 1995

Barbara Hunter
5420 Blue Tick Dr.
Orlando, FL 32810

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 24 PM 12:21

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

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****122.50 ****122.50

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for Phillips Hunter & Associates, Inc. and a check in the amount of \$122.50 for filing fees.

Please send one certified copy to the address above, to my attention. Thank you.

Very truly yours,

PHILLIPS-HUNTER & ASSOC., INC.

Barbara Hunter

Barbara Hunter
President/CEO

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ARTICLES OF INCORPORATION
PHILLIPS, HUNTER & ASSOCIATES, INC.

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DISTRICT OF COLUMBIA
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The undersigned, the subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form this Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is Phillips, Hunter & Associates, Inc.

ARTICLE II - NATURE OF BUSINESS

The nature of the business of this Corporation shall be to provide health care and other related consulting services.

ARTICLE III - POWERS

This Corporation shall have all powers provided by law, including the power to do each and everything necessary or suitable or proper for the accomplishment of any one of its purposes or the attainment of any one or more of the objectives enumerated hereinabove.

ARTICLE IV - STOCK

The authorized stock of this Corporation shall be Five Hundred (500) shares of common stock at one cent (\$.01) per share par value. The common stock shall have exclusive voting power. A percentage of any profits realized by the Corporation in any one year may be retained by the corporation. This percentage shall remain the discretion of the Board of Directors, to be determined at the annual meeting. The remainder of any profits realized by the Corporation in any one year shall be applicable to the stockholders, or shall be applied as otherwise provided. Nothing

herein shall be deemed to limit the Corporation in meeting any applicable requirements for preferred or selected treatment under the United States Internal Revenue Code. Consideration on issuance thereof shall be as determined by the Board of Directors; provided, however, that each common shareholder of the Corporation shall be entitled to full pre-emptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right, warrant or option to subscribe to or acquire such shares, which may be issued at any time by the Corporation. The shareholders may, by unanimous written consent, provide for restrictions to be placed upon the transferability of shares for a right on the part of the Corporation or one or more shareholders of first refusal as to any transfer or proposed transfer by any shareholder or shareholders and may further provide for the terms and conditions of said restriction or said right or rights of refusal including, but not limited to, the creation of a mode or manner by which the valuation or sale price of any such said shares may be determined.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin is not less than Thirty Five Dollars (35.00).

ARTICLE VI - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII - ADDRESS

The initial address of this Corporation shall be 5420 Blue Tick Drive, Orlando, Florida 32810. The registered agent at the corporate address shall be Barbara Hunter. The Board of Directors or any other governing person or persons as herei.. provided may, from time to time, move the registered office or any other address of the Corporation.

ARTICLE VIII - EXERCISE OF CORPORATE

POWER, DUTIES MANAGEMENT

This Corporation shall be managed by its Board of Directors; provided, however, that the Board of Directors may, from time to time, delegate certain responsibilities for the management of the business affairs of the Corporation to one or more officers of the Corporation, or to a management committee. Upon delegation of any corporate powers or duties by the Board of Directors to any person or persons, the Corporation may indemnify said person or persons for any acts or omissions.

ARTICLE IX - VOTING SHAREHOLDERS, DEADLOCK,

ARBITRATION, MEDIATION

In any and all action requiring voting by shareholders, each outstanding share shall be entitled to one vote. A two-thirds majority of the shareholders may, through adoption of a by-law, or other written agreement, provide for the resolution of any matter upon which voting of the shareholders is not decisive or determinative, by referral of such said matter or matters to any person, persons, or entity, for arbitration, medication, or other amicable resolution.

ARTICLE X - MEETINGS

Meetings of the shareholders and the Board of Directors and notice requirements, if any, shall be as prescribed by the by-laws, or as otherwise provided by law.

ARTICLE XI - BY-LAWS

The right to adopt or to amend by-laws shall be reserved for the shareholders. The manner of amendment shall be set forth in the by-laws.

ARTICLE XII - BOARD OF DIRECTORS

This Corporation shall have one or more Directors. The names and addresses of the initial Directors are:

Barbara Hunter
5420 Blue Tick Dr.
Orlando, Florida 32810

K. Richard Hunter
5420 Blue Tick Dr.
Orlando, Florida 32810

Harvey Parker
2830 Laurel Way
Mt. Dora, Florida 32751

ARTICLE XIII - OFFICERS

The initial officers shall be:

Barbara Hunter, President/CEO and Secretary
5420 Blue Tick Dr.
Orlando, Florida 32810

K. Richard Hunter, Vice President
Management Information Services and Treasurer
5420 Blue Tick Dr.
Orlando, Florida 32810

Harvey Parker, Vice President, Operations
Blue Tick Dr.
Orlando, Florida 32810

ARTICLE XIV - INCORPORATORS

The name and address of the Incorporators of these Articles of Incorporation are as follows:

Barbara Hunter
5420 Blue Tick Dr.
Orlando, Florida 32810

ARTICLE XV - AMENDMENT

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

IN WITNESS WHEREOF, I, the undersigned, being the original Incorporator of Phillips, Hunter and Associates, Inc. do hereby make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and correct, and accordingly I have executed these Articles of Incorporation this 22nd day of August, 1995.



Barbara Hunter, Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that on this 22nd day of August, 1995, before me, a Notary Public duly authorized to take acknowledgements in the State of Florida and in the County above name, personally appeared BARBARA HUNTER, to me known to be the Incorporator and Resident Agent herein and who acknowledged before me that she is a permanent resident of Orange County, Florida and that her address is 5420 Blue Tick Drive, Orlando, Florida and that she accepts this designation as registered agent of said corporation.

WITNESS my hand and Official Seal in the County and State above named on this 22nd day of August, 1995.


Meryl A. Goldberg
Notary Public

My Commission Expires:

