

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-201-1421

800-142-8086



networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

P9500070126

ACCOUNT NO. : 0721000-03

REFERENCE : 678424 22088

AUTHORIZATION :

COST LIMIT : 12122.50

ORDER DATE : September 12, 1995

ORDER TIME : 10:0 AM

ORDER NO. : 678424

CUSTOMER NO: 22088

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT WILL & EMERY

2000015425002

22nd Floor
201 South Biscayne Boulevard
Miami, FL 33131-4335

DOMESTIC FILING

NAME: QUALITY CARE PHYSICIANS, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN SEP 12 1995

FILED
SEP 12 11 242
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION
OF
QUALITY CARE PHYSICIANS, INC.

FILED
95 SEP 12 11 2 42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of QUALITY CARE PHYSICIANS, INC., under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, adopts the following articles of incorporation:

ARTICLE I - NAME

The name of this corporation is QUALITY CARE PHYSICIANS, INC. (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 854 West Plymouth Avenue, Deland, Florida 32720.

ARTICLE IV - PURPOSE

The purpose of the Corporation is to arrange for the delivery of health care services through direct and indirect contracts and arrangements with physicians, hospitals, and other health care providers and/or with preferred provider health insurance organizations or arrangements, health maintenance

organizations, corporate employee benefit plans, union benefit plans, prepaid health plans, and other managed care arrangements entered into on behalf of enrollees in or beneficiaries of such arrangements, and to also engage in other activities which are necessary or beneficial in the delivery of health services under such contracts and arrangements. This Corporation is also empowered to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent at such address is Corporation Service Company.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have ten (10) directors initially. The number of directors may be increased or diminished from time to time in the manner provided in the Bylaws but shall never be less than one (1). The names of the initial directors of this Corporation are:

Stephen S. Spore, M.D.

Thomas K. Velleff, M.D.

Jerry Robinson, M.D.

Bhupendra Patel, M.D.

Robert Ouellette, M.D.

Kenneth J. Lucas, M.D.

Magdy S. Nashed, M.D.

Roman Hendrickson, M.D.

Jon Jackson, M.D.

Kim Klancke, M.D.

ARTICLE VIII - BYLAWS

The initial Bylaws of this Corporation shall be adopted by the initial directors of this Corporation. Thereafter, any article or section of the Bylaws may be adopted, amended or repealed pursuant to the terms of the Bylaws.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by applicable law.

ARTICLE X - INCORPORATOR

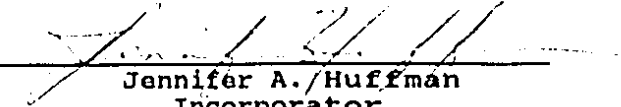
The name and address of the person signing these Articles of Incorporation is Jennifer A. Huffman, Esq., McDermott, Will & Emery, 201 South Biscayne Boulevard, Suite 2200, Miami, Florida 33131.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in

accordance with the provisions of the Florida Business Corporation Act, as amended from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 11th day of September, 1995.



Jennifer A. Huffman
Incorporator

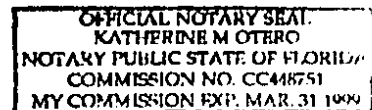
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Jennifer A. Huffman, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of Quality Care Physicians, Inc., a Florida corporation, and she acknowledged before me that she executed these Articles of Incorporation. She is personally known to me or-has-produced as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of September, 1995.

NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

DATED THIS 12th DAY OF September, 1995.

CORPORATION SERVICE COMPANY

BY:

Registered Agent

Karen B. Rozar, as its agent

P95000070126

RAYMOND A. PHELAN

Certified Public Accountant
Personal Financial Specialist
and

Certified Financial Planner
623 North Grandview Avenue
Daytona Beach, FL 32118-3820

9000002121809--S
-03/24/97--01117--014
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 MAR 24 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 3/26

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Quality Care Physicians, Inc.

SECOND: The date dissolution was authorized: March 7, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

(The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for

approval by _____"]
(voting group)

Signed this _____ day of _____, 19 _____

Signature X
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Roman M. Hendrickson
(Typed or printed name)

President
(Title)

FILED
97 MAR 24 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Resolution by unanimous consent of the shareholders of Quality Care Physicians, Inc.: in recognition of the fact that the corporation has no assets, liabilities or ongoing business, the shareholders of the corporation hereby resolve to dissolve the corporation effective this date.

X

Roman M. Hendrickson, President

Signed this 7th day of March, 1997.

FILED
97 MAR 24 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA