

P97000049917

June 2, 1997

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

300002201003--4
-06/04/97--01041--009
****125.00 ****125.00

Re: Quality Health Partners, Inc.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. A check in the amount of \$125.00 to cover the fees for the articles and the designation of and acceptance by a registered agent is also enclosed. Please return a certified copy.

Thank you for your assistance in this matter.

Sincerely,

Margaret F. MacDuffie

Margaret F. Mac Duffie

FILED
97 JUN -4 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
QUALITY HEALTH PARTNERS, INC.**

FILED

97 JUN -4 PM 4: 09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned submits these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of Florida, and to that end sets forth:

**ARTICLE I.
CORPORATE NAME**

The name of this corporation is Quality Health Partners, Inc.

**ARTICLE II.
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation are:

135 E. Intern'l Spdwy Blvd.
Suite 23
Daytona Beach, FL 32118

**ARTICLE III.
CAPITAL STOCK**

The Corporation shall have authority to issue 100 shares of common stock.

**ARTICLE IV.
INITIAL REGISTERED AGENT AND OFFICE**

The address of the initial registered office of the corporation is 135 E. Intern'l Spdwy Blvd., Ste 23, Daytona Beach, FL 32118, and the name of the initial registered agent at such address is Margaret F. Mac Duffie.

**ARTICLE V.
INCORPORATORS**

The name and street address of the incorporator of these articles of incorporation are:

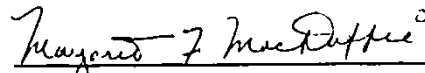
Margaret F. Mac Duffie
135 E. Intern'l Spdwy Blvd., Ste. 23
Daytona Beach, FL 32118

ARTICLE VII.
INDEMNIFICATION

(a) To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, the Corporation shall indemnify all persons serving as directors of the Corporation against all liability and litigation expense, including but not limited to reasonable attorneys' fees, arising out of their status as such or their activities in the foregoing capacity, regardless of when such status existed or activity occurred and regardless of whether or not they are directors of the Corporation at the time such indemnification is sought or obtained. Without limiting the generality of the foregoing indemnity, such persons may also recover from the Corporation all reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted under this Article. The provisions of this Article are in addition to and not in limitation of the power of the Corporation with respect to, and the rights of any director of the Corporation to receive the benefits of, any other or further indemnification, insurance, elimination of liability or other right or benefit which is either required by Florida law or permitted thereby and duly adopted by the Corporation in accordance therewith.

(b) To the fullest extent permitted by applicable law, as it now exists or may hereafter be amended, no director of the Corporation shall have any personal liability arising out of any action, whether by or in the right of the Corporation or otherwise, for monetary damages for breach of his or her duty as director. This Article shall not impair any right to receive indemnity or insurance from the Corporation or any third party which any director may now or hereafter have. Any repeal or modification of this Article shall not impair or otherwise adversely affect any limitation on, or elimination of, the personal liability of a director effected hereby with respect to acts or omissions occurring prior to such repeal or modification.

The undersigned have executed these articles of incorporation on this 2nd day of June, 1997.


Margaret F. Mac Duffie
Incorporator

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is QUALITY HEALTH PARTNERS, INC.
2. The name of the registered agent is Margaret F. Mac Duffie.

3. The address of the registered agent/registered office is:

135 E. Intern'l Spdwy Blvd.
Suite 23
Daytona Beach, FL 32118

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this 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.

6/2/97
Date

Margaret Mac Duffie
Margaret Mac Duffie