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BEILLY & POZZUOLI

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

790 EAST BROWARD BOULEVARD

SUITE 200

FORT LAUDERDALE, FLORIDA 33301

BRADFORD J. BEILLY, P. A.
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OF COUNSEL
GEORGINA R. POZZUOLI
LAURIE B. HUSS

January 21, 1998

FILED
98 JAN 26 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

RE: HEALTH QUEST OF AMERICA, INC.

Dear Sir/Madam:

Enclosed please find an original and copy of the Articles of Incorporation and a check in the amount of \$122.50. Please file the Articles of Incorporation and forward a conformed copy of same back to this office in the stamped addressed envelope provided herewith.

Thank you for your consideration.

Very truly yours,


Bradford J. Beilly

BJB:cd
Enclosures
via-Federal Express

CB
1-28-98

ARTICLES OF INCORPORATION
OF
HEALTH QUEST OF AMERICA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is HEALTH QUEST OF AMERICA, INC.

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: SUBCHAPTER S CORPORATION

The corporation elects to be organized as a Subchapter S Corporation in accordance with Internal Revenue Service designation.

ARTICLE V: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be 500 shares having a par value of One Dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of the Corporation will be Bradford J. Beilly, 790 East Broward Boulevard, Suite 200, Fort Lauderdale, Florida 33301. The initial street address of the principal office of the Corporation will be 2601 East Oakland Park Boulevard, Suite 300, Fort Lauderdale, FL 33306. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The Corporation will have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of each person who is to serve as a member of the initial Board of Directors is:

PAUL F. MERRIGAN

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is PAUL F. MERRIGAN, 2601 East Oakland Park Boulevard, Suite 300, Fort Lauderdale, FL 33306.

ARTICLE IX: AMENDMENTS


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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 23rd day of January, 1998.


PAUL F. MERRIGAN

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared PAUL F. MERRIGAN, as Director and President, known to me and known to be the person who executed the following Articles of Incorporation.


Printed/Typed Name: Catherine Fare
Notary Public-State of Florida
Commission Number: 00552832
Exp. 5/16/2000

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

HEALTH QUEST OF AMERICA, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation has named Bradford J. Beilly, Esquire, located at 790 East Broward Boulevard, Suite 200, Fort Lauderdale, Florida 33301 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent of process for the above reverend corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.



Bradford J. Beilly

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA