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(Requestor's Name)

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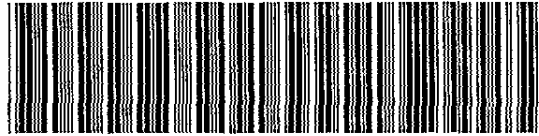
(Business Entity Name)

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DIVISION OF CORPORATION TALLAHASSEE, FLORIDA

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CERTIFIED COPY _____ CUS _____

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1.) Healthsun Health Plans, Inc
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)


5.) _____
(CORPORATE NAME & DOCUMENT #)

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STATE OF FLORIDA
TALLAHASSEE

SPECIAL INSTRUCTIONS _____

AFFIDAVIT


I, Alexander Fuster, as Manager of HealthSun Health Plans, LLC, Document Number L03000056190, relinquish all rights to the above-referenced company. I also authorize such name to be used in a new corporation entitled HealthSun Health Plans, Inc.



Alexander Fuster, Manager

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27th day of February, 2004, by Alexander Fuster, as a Manager of HealthSun Health Plans, LLC. He () is personally known to me or () has produced _____ as identification.



Notary Public, State of Florida
Print Name:
Seal:



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TALLAHASSEE

Articles of Incorporation

of

HEALTHSUN HEALTH PLANS, INC.

EXPIRES DATE
3/1/04

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

HealthSun Health Plans, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

c/o Marc H. Auerbach, Esq.
201 S. Biscayne Blvd.
Suite 2000
Miami, Florida 33131

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.01 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on March ~~10~~, 2004. This Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Marc H. Auerbach, Esq.
201 S. Biscayne Blvd.
Suite 2000
Miami, Florida 33131

ARTICLE VI. BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Marc H. Auerbach, Esq.
201 S. Biscayne Blvd.
20th Floor
Miami, Florida 33131

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE X. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of March 10, 2004.

By:




Marc H. Auerbach, Esq.

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of HealthSun Health Plans, Inc., its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

By: 
Marc H. Auerbach, Esq.

Dated: March 10, 2004

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