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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**SIMPLY HEALTHCARE PLANS, INC.**

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**ARTICLES OF INCORPORATION  
OF  
SIMPLY HEALTHCARE PLANS, INC.**

**ARTICLE I**

The name of the corporation is SIMPLY HEALTHCARE PLANS, INC. (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and mailing address of the Corporation is c/o Martin G. Burkett, Akenman Senterfitt, One S.E. Third Avenue, 25<sup>th</sup> Floor, Miami, Florida 33131.

**ARTICLE III**

The purpose for which the corporation is organized is to transact any lawful business.

**ARTICLE IV**

This Corporation shall have the authority to issue Ten Thousand (10,000) shares of Common Stock having a par value of \$0.01 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE V**

The street address of the Corporation's initial registered office is 515 East Park Avenue, Tallahassee, FL 32301 and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

**ARTICLE VI**

The name of the Incorporator is Daniel Schwartz, Esq. and the address of the Incorporator is One S.E. Third Avenue, 25<sup>th</sup> Floor, Miami, Florida 33131.

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To: The Florida Dept. of State  
Subject: 000409.110681

From: Ashley Smith

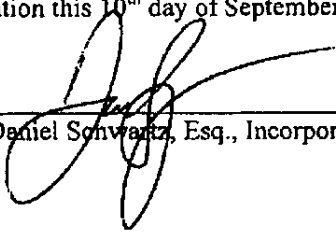
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**ARTICLE VII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 10<sup>th</sup> day of September, 2009.

  
\_\_\_\_\_  
Daniel Schwartz, Esq., Incorporator

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of SIMPLY HEALTHCARE PLANS, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this 10<sup>th</sup> day of September, 2009.

CorpDirect Agents, Inc.  
Registered Agent

By: Katie Wonsch  
Name: Katie Wonsch  
Title: Assistant Secretary