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CORPORATION(S) NAME

HHPF, Inc.

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TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
OF
HHPF, INC., a Florida Corporation**

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation is HHPF, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of owning and operating a health maintenance organization and conducting any and all business activities which are reasonably and necessarily incidental to such insurance activities and such other business activities as a stock insurer is now or hereafter permitted to transact under the Florida Insurance Code and all other activities related thereto and for the purpose of engaging in any lawful act or activity for which a corporation may be organized, so far as permitted by the laws of the State of Florida.

**ARTICLE IV
STOCK**

The aggregate number of shares of capital stock, including both Common Stock and Preferred Stock, which the Corporation shall have the authority to issue is Seventy-Five Million (75,000,000) shares consisting of:

- (a) 50,000,000 shares of Common Stock, par value \$0.001 per share; and
- (b) 25,000,000 shares of Preferred Stock, par value \$0.001 per share.

Common Stockholders shall be entitled to one (1) vote per share. Shares of Preferred Stock shall have the rights and preferences designated by the Board of Directors. The authority of the Board of Directors with respect to each class or series of Preferred Stock shall include, but not be limited to, determination of the following:

- (a) The number of shares constituting the class or series and the distinctive designation of the class or series;
- (b) The dividend rate on the shares of the class or series, if any, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority,

if any, of payments of dividends on shares of the class or series;

- (c) Whether the class or series will have voting rights, and if so, the terms of the voting rights including any preferential or superior voting rights with respect to election of the Board of Directors or any other matters affecting the Corporation;
- (d) Whether the class or series will have conversion privileges, and, if so, the terms and conditions of the conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors determines;
- (e) Whether or not the shares of the class or series will be redeemable, and, if so, the terms and conditions of redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (f) Whether the class or series will have a sinking fund for the redemption or purchase of shares of the class or series, and, if so, the terms and amount of the sinking fund;
- (g) The rights of the shares of the class or series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of the class or series; and
- (h) Any other powers, terms, rights, qualifications, preferences, limitations and restrictions, if any, of the series as the Board of Directors may lawfully fix under the laws of the State of Florida as in effect at the time of the creation of such series.

There shall be no preemptive rights and no cumulative voting with respect to Common Stock. Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE V **PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and place of business and mailing address of the Corporation is 300 South Park Road, Broward County, Hollywood, Florida 33021. The Corporation may have such offices, within or without the State of Florida, as the Board of Directors may determine from time to time.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 300 South Park Road, Hollywood, Florida 33021; and the name of the Corporation's registered agent at that address is Gerald M. Cohen, Esquire.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than five (5) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than five (5). The term of the Directors shall be for a period of one (1) year. The manner of election of the directors of the Corporation shall be regulated by the Bylaws. The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

David S. Abernethy
HIP Health Plan of Florida, Inc.
300 South Park Road
4th Floor
Hollywood, FL 33021

Michael Fullwood, Esq.
HIP Health Plan of New York
7 West 34th Street
New York, NY 10001

Charles Johnston
Johnston, Dragon & Associates, Inc.
301 N. Harrison Street
Suite 68
Princeton, NJ 08540-3512

Daniel T. McGowen
HIP Health Plan of New York
7 West 34th Street
New York, NY 10001

Bernard J. Neeck
Neeck Consultants
224 Edsall Terrace
Pearl River, NY 10965

Robert L. Perraud, D.O.
Director of Medical Programs
Division of Rural Medicine
Nova Southeastern University
3200 S. University Drive
Ft. Lauderdale, FL 33328

Peter Scarlatos
Uniformed Sanitationmen's Association
Local 831
23 Cliff Street
New York, NY 10038

Anthony L. Watson
HIP Health Plan of New York
7 West 34th Street
New York, NY 10001

ARTICLE VIII
LIABILITY

No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability for acts described in Section 607.0831 of the Florida Statutes.

ARTICLE IX
INDEMNIFICATION

Every person (and the heirs, executors and administrators of such person) who is or was a director, officer, employee or agent of the Corporation or of any other company, including another corporation, partnership, joint venture, trust or other enterprise on which such person serves or served at the request of the Corporation; shall be indemnified by the Corporation against all judgments, payments in settlement (whether or not approved by court), fines, penalties and other reasonable costs and expenses (including attorneys' fees and costs) imposed upon or incurred by such person in connection with or resulting from any action, suit, proceeding, investigation or claim, civil, criminal, administrative, legislative or other (including any criminal action, suit or proceeding in which such person enters a plea of guilty or *nolo contendere* or its equivalent), or any appeal relating thereto which is brought or threatened either by or in the right of the Corporation or such other company (herein called a "Derivative Action") or by any other person, governmental authority or instrumentality (herein called a "Third-Party Action") and in which such person is made a party or is otherwise involved by reason of his being or having been such director, officer, employee or agent or by reason of any action or omission or alleged action or omission by such person in his capacity as such director, officer, employee or agent if either (i) such person is wholly successful, on the

merits or otherwise, in defending such Derivative or Third-Party Action or (ii) in the judgment of a court of competent jurisdiction or, in the absence of such a determination, in the judgment of a majority of a quorum of the Board of Directors (which quorum shall not include any director who is a party to or is otherwise involved in such action), or, in the absence of such a disinterested quorum, in the opinion of independent legal counsel (iii) in the case of a Derivative Action, such person acted without gross negligence or intentional misconduct in the performance of his duty to the Corporation or such other company or (iv) in the case of a Third-Party Action, such person acted in good faith in what he reasonably believed to be the best interests of the Corporation or such other company, and in addition, in any criminal action, had no reasonable cause to believe that his action was unlawful; provided that, in the case of a Derivative Action, such indemnification shall not be made in respect of any payment to the Corporation or such other company or any shareholder thereof in satisfaction of judgment or in settlement unless either (x) a court of competent jurisdiction has approved such settlement, if any, and the reimbursement of such payment or (y) if the court in which such action has been instituted lacks jurisdiction to grant such approval or such action is settled before the institution of judicial proceedings, in the opinion of independent legal counsel the applicable standard of conduct specified hereinbefore has been met, such action was without substantial merit, such settlement was in the best interests of the Corporation or such other company and the reimbursement of such payment is permissible under applicable law. In case such person is successful on the merits or otherwise in defending part of such action, or in the judgment of such a court or such quorum of the Board of Directors or in the opinion of such counsel has met the applicable standard of conduct specified in the preceding sentence with respect to part of such action, he (she) shall be indemnified by the Corporation against the judgments, settlements, payments, fines, penalties, and other costs and expenses attributable to such part of such action.

The foregoing rights of indemnification shall be in addition to any rights which any such director, officer, employee or agent may otherwise be entitled pursuant to any agreement or vote of shareholders or at law or in equity or otherwise. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such costs, whether or not the Corporation would have the legal power to directly indemnify him (her) against any such costs.

In any case in which, in the judgment of a majority of such a disinterested quorum of the Board of Directors, any such director, officer or employee will be entitled to indemnification under the foregoing provisions of this Article IX, such amounts as they deem necessary to cover the reasonable costs and expenses incurred by such person in connection with the action, suit, proceeding, investigation or claim prior to final disposition thereof may be advanced to such person upon receipt of an undertaking by or on behalf of such person to repay such amounts if it is ultimately determined that he (she) is not so entitled to indemnification.

ARTICLE X
INCORPORATOR

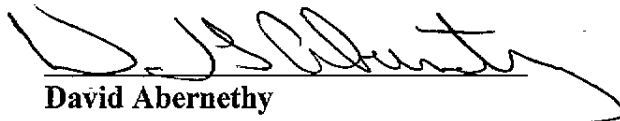
The name and residence street address of the incorporator of the Corporation, who is over the age of 18 and all of is a United States citizens, is:

David S. Abernethy
HIP Health Plan of Florida, Inc.
300 South Park Road
4th Floor
Hollywood, FL 33021

ARTICLE IX
AMENDMENT

The power to amend these Articles of Incorporation shall be vested in the Shareholders in accordance with the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation duly executed the foregoing Articles of Incorporation of the Corporation on the 13 day of December, 1999.


David Abernethy

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That HHPF, Inc., desiring to organize under the laws of the State of Florida, has named Gerald M. Cohen, Esq. Located at 300 South Park Road, Hollywood, Florida 33021 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 13 day of December, 1999.



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA