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DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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NAME: AMERICAN HEALTH PLAN OF SOUTH FLORIDA, INC.
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ARTICLES OF INCORPORATION

OF

AMERICAN HEALTH PLAN OF SOUTH FLORIDA, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is AMERICAN HEALTH PLAN OF SOUTH FLORIDA, INC.

ARTICLE TWO
CORPORATE DURATION

The duration of the corporation is to be perpetual.

ARTICLE THREE
PURPOSE

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 600 West 20th Street, Hialeah, Florida 33010.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2701 S.W. LeJeune Road, Suite 401, Coral Gables, Florida 33134, and the name of its initial registered agent, is Jose R.

JOSE R. PUJOS
2701 SW LeJeune Rd. 1
Suite 401
Coral Gables FL 33134
(305) 569-9533
FL. Bar No. 936911

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Pujols, Esq.

**ARTICLE SEVEN
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be not less than One (1). The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Wilfred Braceras	600 West 20th Street Hialeah, Florida 33010

**ARTICLE EIGHT
INCORPORATORS**

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Jose R. Pujols	2701 S.W. LeJeune Road, Suite 401 Coral Gables, Florida 33134

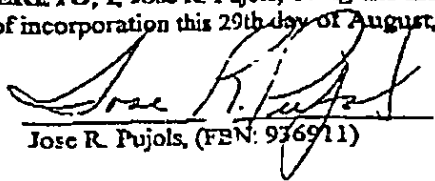
**ARTICLE NINE
INDEMNIFICATION**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

**ARTICLE TEN
AMENDMENTS**

These articles of incorporation may be amended in the manner authorized by at the time of amendment.

IN WITNESS WHERETO, I, Jose R. Pujols, being the incorporator of this corporation, make and file these articles of incorporation this 29th day of August, 1995.


Jose R. Pujols, (FBN: 936911)

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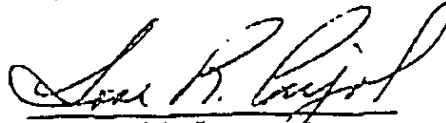
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

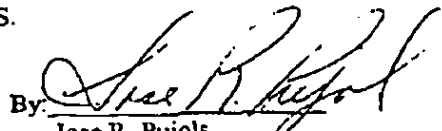
THAT AMERICAN HEALTH PLAN OF SOUTH FLORIDA, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS AT:

600 West 20th Street
Hialeah, Florida 33019

HAS NAMED JOSE R. PUJOLS, LOCATED AT 2701 S.W. LEJEUNE ROAD, SUITE 401,
CORAL GABLES, FLORIDA, 33134, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.


Jose R. Pujols, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

By: 
Jose R. Pujols

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