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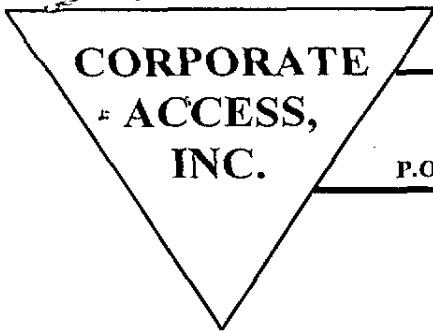
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FILING LLC

1.) HealthSun Health Plans, LLC
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS _____

ARTICLES OF ORGANIZATION
OF
HEALTHSUN HEALTH PLANS, LLC

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ARTICLE I - Company Name:

The name of the Company is:

HealthSun Health Plans, LLC

ARTICLE II - Commencement and Term of Existence:

The term of existence of the Company shall be for a period of thirty (30) years from the filing date of these Articles of Organization with the Department of State.

ARTICLE III - Mailing Address of Company:

The mailing address of this Company is:

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

ARTICLE IV - Street Address of Company:

The street address of the principal office of the Company is:

c/o Alexander Fuster, Manager
1205 S.W. 37th Avenue
Suite #201
Miami, Florida 33135

ARTICLE V - Registered Agent and Registered Agent Address:

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

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

ARTICLE VI - Management:

The Company shall be a manager-managed company.

IN WITNESS WHEREOF, the undersigned authorized representative of the members have executed the foregoing Articles of Organization as of the 23rd day of December 2003.

AUTHORIZED REPRESENTATIVE:

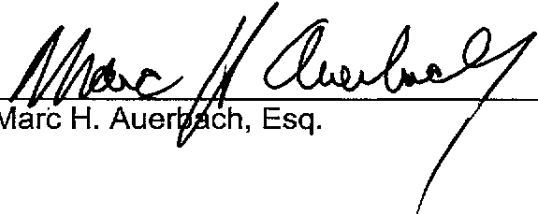


Marc H. Auerbach, Esq.

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

The following is submitted pursuant to Section 608.415 of the Florida Statutes:

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



Marc H. Auerbach, Esq.

Dated: December 23, 2003