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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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LIMITED LIABILITY COMPANY
HEALTH PLANS, LLC

APPROVED AND FILED
03 MAY - 2 PM 1:49
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DIVISION OF CORPORATIONS

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ARTICLES OF ORGANIZATION
OF
HEALTH PLANS, LLC

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I

Name

The name of this limited liability company is HEALTH PLANS, LLC

ARTICLE II

Principal Office

The mailing address and the street address of the principal office of this limited liability company is 5460 North State Road 7, Suite 112, Ft. Lauderdale, Florida 33319.

ARTICLE III

Registered Agent

The name and Florida street address of the initial registered agent of this limited liability company is Michael Tobias, 5460 North State Road 7, Suite 112, Ft. Lauderdale, Florida 33319.

ARTICLE IV

Member Management

The company shall be managed by the members.

Prepared by:
Lawrence Bieler, Esq.
FBN 349852
Two S. Biscayne Blvd., Suite 3250
Miami, Florida 33131
(305) 374-5838

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TALLAHASSEE, FLORIDA

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ARTICLE V

Withdrawal of Members

A member of the company may withdraw from the company at any time, including prior to the dissolution and winding up of the company.

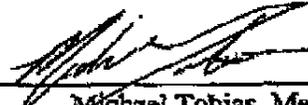
ARTICLE VI

Amendment

These Articles of Organization, the Regulations and any Operating Agreement of the company may be amended, changed, altered or repealed only by a decision of the majority in interest of the members.

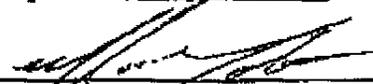
(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

The undersigned has executed these Articles of Organization this 1 day of May, 2003.


Michael Tobias, Member

REGISTERED AGENT ACCEPTANCE AND ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in the Articles of Organization, the undersigned hereby 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 is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.


Michael Tobias, Registered Agent
5460 North State Road 7, Suite 112,
Ft. Lauderdale, Florida 33319

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JAIL ROOM 3000

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