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WALROTH-SADURNI LAW

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ADMITTED IN FLORIDA

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Miami, Florida; 30 March 2011

Registration Section
Division of Corporations
Secretary of State
State of Florida
Post Office Box 6327
2661 Executive Center Circle
Tallahassee, Florida 32314

Via U.S. Mail

Re: **Articles of Dissolution -**

Name of Company:

Key Health Plans, L.L.C.

Date of Filing of Articles of Organization:

December 1, 2010

Document No.:

L10000123493

Dear Sir or Madam:

The enclosed Articles of Dissolution and fee(s) are submitted for filing. Please return all correspondence concerning this matter to the following:

Name of Person:	Stephen P. Walroth-Sadurni, Esq.
Firm/Company:	Walroth-Sadurni Law
Address:	5201 Blue Lagoon Drive, Penthouse
City/State and Zip Code:	Miami, Florida 33126
E-mail address:	walroth.s@walsadlaw.com

For further information concerning this matter, please call: Stephen P. Walroth-Sadurni, Esq., at 305.629.3644 or 305.389.8714.

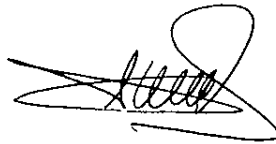
ENCLOSED IS A CHECK FOR THE FOLLOWING AMOUNT: \$25 FILING FEE.

Registration Section
Division of Corporations
Secretary of State
State of Florida
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Thank you for your prompt attention to this matter.

Respectfully submitted,

WALROTH-SADURNI LAW

A handwritten signature in black ink, appearing to read 'Stephen P. Walroth-Sadurni', written over a horizontal line.

Stephen P. Walroth-Sadurni, Esq.

Enclosures (as noted).

SPWS:kgj

ARTICLES OF DISSOLUTION
OF
KEY HEALTH PLANS, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 APR 12 AM 10:50

The undersigned, constituting all of the Members of KEY HEALTH PLANS, L.L.C., a Florida Limited Liability Company (hereinafter, "Company"), pursuant to Florida Statutes §§ 608.441 and 608.445, hereby file the following Articles of Dissolution to dissolve the Company:

R E C I T A L S

WHEREAS, the Company is a Florida Limited Liability Company which was registered on December 1st, 2010, Florida Department of State Document Number L10000123493; and,

WHEREAS, on February 4th, 2011, the sole Managing Member of the Company executed an Action by Consent in Lieu of Meeting of the Members consenting to the dissolution of the Company; now therefore, it is hereby

RESOLVED, by the vote of the sole Managing Member of the Company, and these Articles of Dissolution, that the Company be dissolved pursuant to Florida Statute §§ 608.441 and 608.445; and, in furtherance thereof, the Members hereby affirm and state:

1. The Name of the Company to be Dissolved is:

Key Health Plans, L.L.C.

Document Number L10000123493

2. The Effective Date of the Dissolution is:

February 4th, 2011.

The occurrence that resulted in the Company's dissolution was the sole Managing Member's vote to dissolve the Company on February 4th, 2011, pursuant to an Action by Consent in Lieu of Meeting of the Members consenting to the dissolution of the Company (A true and correct copy of said Action by Consent is attached as Exhibit "A").

4. The sole Managing Member affirms that all debts, obligations, and liabilities of the Company have been paid or discharged.

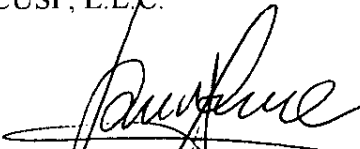
5. The sole Managing Member affirms that the Company does not have any property or assets.

6. The sole Managing Member affirms that there are no suits pending against the Company in any court.

IN WITNESS WHEREOF, the undersigned, constituting the sole Managing Member of the Company, has executed these Articles of Dissolution for the uses and purposes therein stated this 4th day of February 2011.

Sole Managing Member:

CUSP, L.L.C.



By: Pedro Caretto
Title: Manager

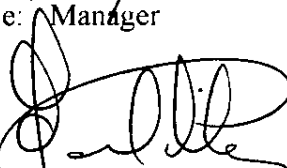

By: Mauro Caretto
Title: Manager

EXHIBIT "A"

**ACTION BY CONSENT IN LIEU OF
MEETING OF THE SOLE MANAGING MEMBER**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 APR 12 AM 10:50

The undersigned, the sole Managing Member of Key Health Plans, L.L.C., (hereinafter, "Company"), finding it inconvenient to assemble in a formal meeting, and pursuant to Florida Statutes §§ 608.422, 608.4231, 608.441 and 608.445, does hereby consent to the adoption and approval of the following resolutions:

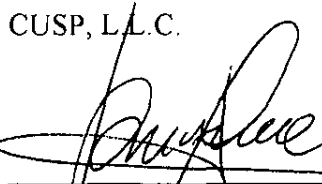
Dissolution of the Company

RESOLVED, pursuant to Florida Statutes §§ 608.441 and 608.445, the sole Managing Member of the Company hereby formally votes to dissolve the Company effective February 4, 2011.

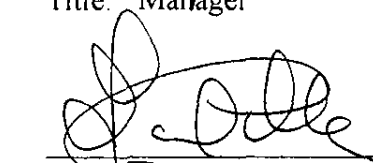
IN WITNESS WHEREOF, the undersigned, constituting all of the Members of the Company, have executed these Action by Consent in Lieu of Meeting of the Members of the Company for the uses and purposes therein stated this 10th day of July 2009.

Sole Managing Member:

CUSP, L.L.C.



By: Pedro Caretto
Title: Manager



By: Mauro Caretto
Title: Manager