

CT CORPORATION SYSTEM

**NO1000007645**

CORPORATION(S) NAME

Small Business Health Solutions, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit <i>articles</i>	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

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Order#: 4875707

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Ref#: \*\*\*\*\*70.00 \*\*\*\*\*70.00

Amount: \$ \_\_\_\_\_

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

*5/10/05*

ARTICLES OF INCORPORATION  
OF  
SMALL BUSINESS HEALTH SOLUTIONS, INC.

The undersigned corporation, a corporation existing pursuant to the Florida Not For Profit Corporation Act, Fla. Stat. Ann. § 617.01011 *et seq.* (the "Act"), adopts, pursuant to Section 617.0202 of the Act, the following Articles of Incorporation:

Article I

The name of the corporation is Small Business Health Solutions, Inc. (the "Corporation").

Article II

The complete address of the Corporation's initial registered office is 1200 South Pine Island Road, Plantation, Florida 33324. The name of the initial registered agent at such address is CT Corporation System.

Article III

The complete address of the initial principal office and the mailing address of the Corporation is 2891 Center Pointe Drive, Suite 207, Fort Myers, Florida 33916.

Article IV

The Corporation is organized and will be operated as a small employer health alliance through which a "small employer" (as defined in Fla. Stat. Ann. Section 627.6699) (including the small employer's eligible employees, and spouses and dependents of such employees) can acquire healthcare insurance pursuant to the requirements of Fla. Stat. Ann. Section 627.654 and related provisions and to exercise such other powers and privileges which now are or hereafter may be conferred by law upon a corporation organized for the purposes herein set forth, or necessary or incidental to the powers so conferred, conducive to the attainment of the purposes of the Corporation.

Article V

The powers of the Corporation shall be subject to the limitation that no part of the income or profit of the Corporation shall be distributed to any members, directors or officers of the Corporation, except that (i) the Corporation shall be

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authorized and empowered to pay reasonable compensation for services rendered to or for the benefit of the Corporation, as provided in the Bylaws of the Corporation, (ii) benefits shall be conferred upon its members in conformity with the Corporation's purpose, and (iii) upon dissolution or liquidation, distributions shall be made to members as provided in the Bylaws of the Corporation.

#### Article VI

Full control and management over the activities and affairs of the Corporation shall be vested in the Board of Directors. The exact number and term of office of the directors, the method of electing new directors and other matters pertinent to the organization of the Corporation shall be determined, to the extent not established herein, under the Bylaws of the Corporation.

#### Article VII

The personal liability of a director of the Corporation shall be limited to the fullest extent permitted by the law of the State of Florida provided, however, that this provision is not intended to eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or (ii) for an act or omission committed in bad faith or which involves intentional misconduct or a knowing violation of the law. If the Act is hereafter amended or superseded to incorporate provisions further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed to be eliminated or limited to the fullest extent permitted by the Act, as so amended or superseded. Neither the amendment nor repeal of this Article, nor the adoption of any provision of the Certificate of Incorporation inconsistent with this Article shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### Article VIII

The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescribed by Section 617.1002 of the Act.

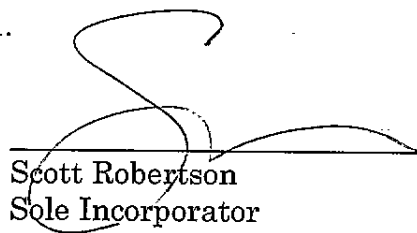
#### Article IX

Upon the liquidation, dissolution, or winding up of the Corporation, and pursuant to Fla. Stat. Ann. § 617.1401, et seq., the Class A members shall be entitled to a distribution as set forth in the Bylaws. The Class B members shall not be entitled to any distribution upon the liquidation, dissolution, or winding up of the Corporation.

Article X

The name of the sole incorporator is Scott Robertson and the business address of the sole incorporator is 2891 Center Pointe Drive, Suite 207, Fort Myers, Florida 33916.

DATED this 24 day of October, 2001.

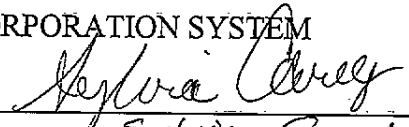
  
\_\_\_\_\_  
Scott Robertson  
Sole Incorporator

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Acceptance of Designation as Registered Agent

The undersigned hereby accepts the appointment as registered agent made by SMALL BUSINESS HEALTH SOLUTIONS, INC.

CT CORPORATION SYSTEM

By:   
Name: Sylvia Carey  
Its: Asst Sec