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Division of Corporations
NO4000010790

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

2004 NOV 17 AM 10:08

FLORIDA PROFIT CORPORATION OR P.A.

National Alliance of Medicare Set-Aside Professional

Certificate of Status	0
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11/18/04

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ARTICLES OF INCORPORATION
OF
NATIONAL ALLIANCE OF MEDICARE SET-ASIDE PROFESSIONALS, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

TO: SECRETARY OF STATE
STATE OF FLORIDA

The undersigned, of the age of eighteen years or over, and being a citizen of the United States, for the purpose of forming a corporation not for profit in the State of Florida, pursuant to the provisions of Chapter 617, Florida Statutes, (Not for Profit), does hereby execute the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation is *National Alliance of Medicare Set-Aside Professionals, Inc.*

ARTICLE II PRINCIPAL OFFICE; MAILING ADDRESS

The principal place of business of the corporation shall be 280 Wekawa Springs Rd., Suite 301, Longwood, Florida 32779.

The mailing address of the corporation shall be P.O. Box 915610; Longwood, Florida 32791.

ARTICLE III PURPOSES

The purposes for which the corporation is formed are to promote the development, advancement and unification of Medicare set-aside practitioners, and to engage generally in any and all lawful activities incidental to the foregoing purposes, except as restricted herein or by law.

Nothing herein shall authorize the corporation, directly or indirectly, to engage in or include among its purposes or activities any purpose or activity not allowed or permitted under (a) Chapter 617 of the Florida Statutes governing not for profit corporations, or (b) Section 501(c)(6) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The method of electing Directors shall be as set forth in bylaws of the corporation.

ARTICLE V INITIAL DIRECTORS

The number of Directors constituting the initial Board of Directors is four (4) and the names and addresses of same are as follows:

Tim Nay, Esq.
Nay & Friedenberg
6500 SW Macadam Ave., Suite 300
Portland, OR 97239-3565

Patty Meifert
Nuquest Resources, Inc.
PO Box 915619
Longwood, FL 32791-5619

Robert T. Lewis, Esq.
Capehart Scatchard, PA
8000 Midlantic Drive, Suite 300
Mt. Laurel, NJ 08054

Michele Whitmore
Settlement Strategies, Inc.
19412-A East Mann Creek Dr
Parker, CO 80134

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation shall be 1200 South Pine Island Rd., Plantation, Florida 33324, and the name of the registered agent for service of process at such address shall be CT Corporation System.

ARTICLE VII INCORPORATOR

The Incorporator is Helene R. Leone, Esq., whose address is Capehart & Scatchard, P.A., 8000 Midlantic Drive, Suite 300, Mt. Laurel, New Jersey 08054.

ARTICLE VIII DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities, dispose of all of the assets of the corporation in such manner or to such other organization or organizations, as shall at the time qualify for exemption under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code or the corresponding sections of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of the County in which the principal office of the corporation is then located; exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX GENERAL PROVISIONS

To the fullest extent that the laws of the State of Florida, as they exist or may hereafter be amended, permit the limitation or elimination of the liability of directors and officers, no director or officer of this corporation shall be liable to the corporation for damages for breach of any duty

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owed to the corporation. No amendment to or repeal of this provision shall apply to or have any effect on the liability of any director or officer of this corporation for or with respect to any acts of omissions of such director or officer occurring prior to such amendment or repeal.

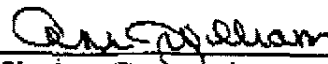
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

IN WITNESS WHEREOF, the undersigned has executed and subscribed to this Certificate of Incorporation and does affirm the foregoing as true, all on this 12th day of November, 2004.


HELENE R. LEONE

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

ANN J. WILLIAMS
Assistant Vice President


Signature/Registered Agent

11-16-04
Date


Signature/Incorporator
HELENE R. LEONE

11/12/04
Date

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