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(Business Entity Name)

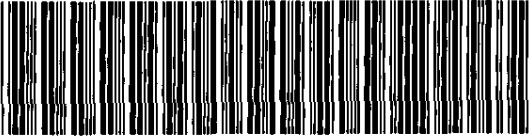
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RECEIVED
07 MAR - 2 PM 12: 59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2007 MAR - 2 PM 3: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Bush MAR 5 2007



305 South Gadsden Street
Tallahassee, FL 32301
Phone (850) 222-2107
Fax (850) 222-8475
www.carrallison.com

WILLIAM B. GRAHAM
wbg@carrallison.com

March 2, 2007

HAND DELIVERY

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: AIDS Healthcare Foundation of Florida, Inc.

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the AIDS Healthcare Foundation of Florida, Inc. Also enclosed is check number 1176 in the amount of Eighty Seven Dollars and Fifty Cents (\$87.50) to cover the cost of the Filing Fee, Designation of Registered Agent, Certified Copy of the Articles and a Certificate of Status. Please return all correspondence concerning this matter to the undersigned.

In advance, we thank you for your attention to this request. Should you have any questions, please do not hesitate to contact me.

Sincerely,



William B. Graham

WBG/bae
Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 5, 2007

CARR ALLISON
ATTN WILLIAM B. GRAHAM

SUBJECT: AIDS HEALTHCARE FOUNDATION OF FLORIDA, INC.
Ref. Number: W07000010900

We have received your document for AIDS HEALTHCARE FOUNDATION OF FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 807A00015521

**ARTICLES OF INCORPORATION
OF THE
AIDS HEALTHCARE FOUNDATION MCO OF FLORIDA, INC.**

2007 MAR - 2 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I

NAME

The name of this Corporation is the AIDS Healthcare Foundation MCO of Florida, Inc., and its principle place of business and mailing address shall be located at 110 S.E. 10th Street, Suite 1960, Fort Lauderdale, Florida 33301.

ARTICLE II

ENABLING LAW

This Corporation is organized pursuant to the Florida Not for Profit Corporation Act.

ARTICLE III

PURPOSES

Section 1. This Corporation is organized and shall be operated exclusively for all charitable purposes, with specific emphasis on the provision of HIV/AIDS healthcare, prevention and education services.

ARTICLE IV

POWERS AND LIMITATIONS ON POWERS

Section 1. This Corporation shall have all the powers and authority as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

Section 2. No part of the net earnings shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying out of a program of propaganda or otherwise attempting to influence legislation. This Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws) or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its income

**AIDS HEALTHCARE FOUNDATION
ARTICLES OF INCORPORATION**

to its members, directors, or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

ARTICLE V

INCORPORATORS

The name and residence of the incorporator is as follows:

Name: Agapito Diaz **Address:** 3995 Prospect Avenue
Los Angeles, CA 90027

ARTICLE VI

BOARD OF DIRECTORS AND MANAGEMENT

Section 1. The affairs of the Corporation shall be managed by a Board of Directors who shall serve without compensation. The Board of Directors shall consist of not less than three (3) and no more than twenty-one (21) Directors. The Board shall have the authority to set the exact number of Board Members as may be required from time to time. Directors shall be removed in accordance with the procedure provided for in the Corporation Bylaws.

Section 2. The names and street address of the initial directors are:

Name:	Address:
1. Michael Weinstein	2045 Morgan Hill Drive Los Angeles, CA 90068
2. Agapito Diaz	3995 Prospect Avenue Los Angeles, CA 90027
3. Judith Briggs Marsh	559 Victoria Court San Leandro, CA 94577

ARTICLE VII

OFFICERS

Section 1. The officers of this Corporation shall be a President, Secretary, Treasurer, and such other officers as may be provided for in the Bylaws.

**AIDS HEALTHCARE FOUNDATION
ARTICLES OF INCORPORATION**

Section 2. The qualifications of officers, the time and manner of electing or appointing them, the duties of and the term of office, and the manner of removing officers shall be as set forth in the Bylaws.

ARTICLE VIII

LOCATION OF REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this Corporation is stated in Article I. The name of this Corporation's initial registered agent is William B. Graham, 305 South Gadsden Street, Tallahassee, Florida 32301.

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation of the Corporation may be amended by two-thirds (2/3) of the Board of Directors at any regular or special meeting of the Board or by all the Board of Directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

ARTICLE X

TERM OF EXISTENCE

This Corporation shall commence corporate existence from the date of signing these Articles of Incorporation by the incorporator and shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida and these Articles of Incorporation.

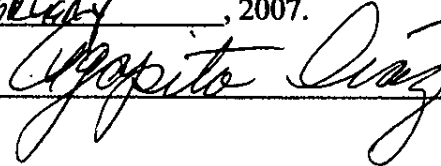
**AIDS HEALTHCARE FOUNDATION
ARTICLES OF INCORPORATION**

ARTICLE XI

DISSOLUTION

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

The undersigned, the incorporator of this Corporation, for the purpose of forming this Corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 26 day of February, 2007.



The undersigned having been named as registered agent to accept service of process for the stated Corporation at the place designated in this certificate confirms his familiarity with and accepts the appointment as registered agent and agrees to act in that capacity.



William B. Graham

March 2, 2007
Date