

N980000006721



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 042959 9643A

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 24 PM 1:42

ORDER DATE : November 24, 1998

ORDER TIME : 11:46 AM

ORDER NO. : 042959-010

CUSTOMER NO: 9643A

CUSTOMER: Helene C. Rosen, Esq
SACHS, SAX & KLEIN, P.A.
SACHS, SAX & KLEIN, P.A.
P. O. Box 810037

600002695676--7-

Boca Raton, FL 33481-0037

DOMESTIC FILING

NAME: THE COALITION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

RECEIVED
98 NOV 24 PM 12:14
DIVISION OF CORPORATIONS

11/25/98

AFFIDAVIT TO RELEASE NAME

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THE COALITION, INC., a Florida for profit corporation, hereby releases use of the corporate name The Coalition, Inc., immediately upon dissolution pursuant to the Articles of Dissolution dated the 13th day of November 1998, to a new not for profit corporation, seeking to designate its name pursuant to Article I of its Articles of Incorporation dated November 13th, 1998 , as THE COALITION, INC., which Articles of Incorporation are attached hereto.

Dated: November 13th, 1998

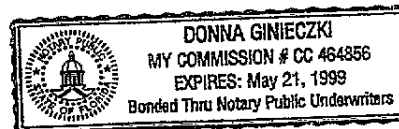
THE COALITION, INC., a
Florida corporation

By: Barbara A. Brecker
Barbara A. Brecker, President

STATE OF FLORIDA)
 : ss.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 13th day of November, 1998, by Barbara Brecker, as President of The Coalition, Inc., a Florida corporation, on behalf of the Corporation. She has produced her driver's license number B666061 62583 0 as Florida identification and did/did not take an oath.

Donna Gini
NOTARY PUBLIC
PRINT/STAMP/TYPE NAME:
COMMISSION EXPIRES:
COMMISSION NUMBER:



**ARTICLES OF INCORPORATION
OF
THE COALITION, INC.**

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The undersigned, acting as incorporator of THE COALITION, INC., under the Florida Not-For-Profit Corporation Act, Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation shall be:

THE COALITION, INC. (the "Corporation").

ARTICLE II. COMMENCEMENT OF EXISTENCE AND TERM

The Corporation's existence shall begin on the date hereof. The Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III. INCORPORATOR

The name and street address of the incorporator is as follows:

Barbara A. Brecker
23057 S.R.7
Boca Raton, Florida 33428

ARTICLE IV. PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 23057 S.R.7 Boca Raton, Florida 33428.

ARTICLE V. PURPOSE

The Corporation is empowered to engage in any or all lawful activities for which corporations may be organized under the Florida Not-For-Profit Corporation Act, including, but not limited to:

(A) the protection of consumers and health care providers from all forms of mismanagement, and wrongful conduct by members of the managed health care industry;

(B) to provide information and education to doctors and the community with regards to insurance rights, regulations, laws and legislation;

(C) to be a watchdog for the public at large and whoever else may be in need of such materials, assistance and education for the entire State of Florida

ARTICLE VI. DISTRIBUTION OF ASSETS

No dividends shall be declared and no part of the income, profit or net earnings of the Corporation shall at any time be paid to any Officer or Director of the Corporation, or to any other person whomsoever, as a dividend or other distribution of the assets or profits of the Corporation. Notwithstanding the foregoing, the Corporation is and shall be authorized to pay its employees or independent contractors reasonable compensation for services actually rendered by such employees or independent contractors, regardless of whether such employees or independent contractors are also Directors or Officers of the Corporation.

ARTICLE VII. BOARD OF DIRECTORS

The number of Directors of the Corporation may be increased or diminished from time to time in the manner provided by in the Bylaws but shall never be less than five (5) nor more than nine (9). The Board of Directors shall be elected by the membership of the Corporation in the manner stated in the Bylaws.

ARTICLE VIII. MEMBERS

The Corporation shall have members.

ARTICLE IX. INDEMNIFICATION

Every person who is or hereafter shall be a Director, Officer or Committee Member of the Corporation shall be indemnified by the Corporation to the fullest extent now or thereafter permitted by law.

ARTICLE X. BYLAWS

The Bylaws of the Corporation shall be initially adopted by the initial Board of Directors. Thereafter, any article or section of the Bylaws may be adopted, amended or repealed pursuant to the terms of the Bylaws.

ARTICLE XI. AMENDMENTS TO ARTICLES OF INCORPORATION

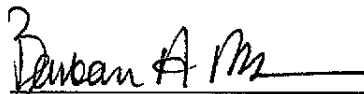
An amendment to these Articles of Incorporation may be adopted at any regular or special meeting called for that purpose, of the Board of Directors by the affirmative vote of the majority of the Directors then in office.

ARTICLE XII. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this Corporation is as follows:

Barbara A. Brecker,
23057 S.R. 7.
Boca Raton, Florida 33428

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 13th day of November, 1998, for the purposes of forming this Not-For-Profit Corporation under the laws of the State of Florida.



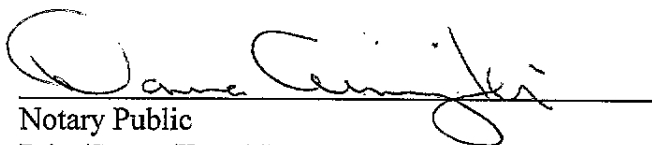
Barbara A. Brecker, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The foregoing instrument was acknowledged before me this 13th day of November, 1998, by Barbara A. Brecker, who is personally known to me or has produced Drivers Licence as identification and did/did not take an oath.

FL # B626-061-62-583-0

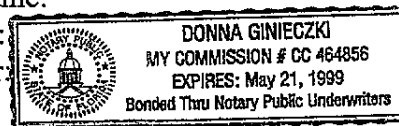


Notary Public

Print/Stamp/Type Name:

Commission Expires:

Commission Number:



Having been named as registered agent and to accept service of process for THE COALITION, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent for said Corporation.

Dated this 13th day of November, 1998.



Barbara A. Brecker, Registered Agent

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**UNANIMOUS CONSENT OF THE SOLE SHAREHOLDER AND
THE SOLE MEMBER OF THE BOARD OF DIRECTORS OF THE COALITION, INC.**

THE UNDERSIGNED, being the sole shareholder and sole member of the Board of Directors of THE COALITION, INC. (the "Corporation"), does hereby consent to the following action and adopts the following resolution, pursuant to Florida law, effective as of the 13th day of November, 1998 ("Effective Date").

RESOLVED: The sole shareholder and the sole member of the Board of Directors of the Corporation hereby consents to the dissolution of the Corporation.

FURTHER RESOLVED: The sole shareholder and the sole member of the Board of directors of the Corporation hereby consents to the release of its corporate name, The Coalition, Inc., to a new not for profit corporation, seeking to designate its name as such, pursuant to Article 1 of its Articles of Incorporation dated November 13, 1998.

FURTHER RESOLVED: In order to effectuate dissolution of the Corporation and to release its corporate name, the President of the Corporation is hereby authorized to execute and deliver any and all documents, including Articles of Dissolution and Affidavit to Release Name, and to take any and all other action, in the name and on behalf of the Corporation, required by Florida Statutes and the State of Florida, Division of Corporations, all of which, when executed and delivered or otherwise taken shall constitute the acts and obligations of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this consent on the Effective Date hereof.

Dated: November 13th, 1998

THE COALITION, INC., a
Florida corporation

By: Barbara A. Brecker
Barbara A. Brecker, President

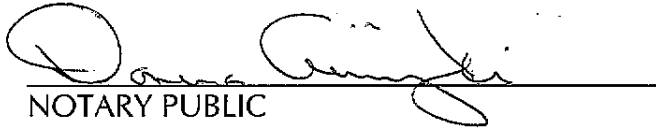
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA)

: SS.:

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 13th day of November, 1998, by Barbara Brecker, as President of The Coalition, Inc., a Florida corporation, on behalf of the Corporation. She has produced her driver's license number 7L B62606162583-8 as identification and did/did not take an oath.



NOTARY PUBLIC

PRINT/STAMP/TYPE NAME:

COMMISSION EXPIRES:

COMMISSION NUMBER:



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