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TRANSMITTAL LETTER

FILED
00 FEB -7 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: GUARDIAN HEALTH INSURANCE GROUP, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$87.50, covering the Filing Fee, Designation of Registered Agent, Certified Copy and Certificate of Status.

From: Guardian Health Insurance Group, Inc.
Jason Scott Hilsenrad
1876 N. University Drive
Suite 200M
Plantation, FL 33322

100003125781--8
-02/07/00--01102--005
*****87.50 *****87.50

NOTE: Please provide the original and one copy of the Article of Incorporation.

F. OVERSEER FEB 14 2000

ARTICLES OF INCORPORATION

The Undersigned Incorporator, for the purposes of forming a corporation pursuant to Chapter 607 of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

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ARTICLE I - NAME

The name of the Corporation shall be: GUARDIAN HEALTH INSURANCE GROUP, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 1876 N. University Drive, Suite 200M, Plantation, FL 33322.

ARTICLE III - CAPITALIZATION

The aggregate number of shares that the Corporation is authorized to have outstanding at any one time is One Thousand (1000). Such shares shall be of a single class and shall have a par value of One (\$1.00) Dollar per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the Initial Registered Office of the Corporation is 1876 N. University Drive, Suite 200M, Plantation, FL 33322, and the name of its Initial Registered Agent at such address is Jason Scott Hilsenrad.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is: JASON SCOTT HILSENRAD, 1876 N. University Drive, Suite 200M, Plantation, FL 33322.

ARTICLE VI - DIRECTORS

The number of directors constituting the initial Board of Directors is three (3). The name and address of such persons who are to serve as members of the Initial Board of Directors are ADAM D. HARMELIN, JASON SCOTT HILSENRAD AND LYDIA B. MAYER, 1876 N. University Drive, Suite 200M, Plantation, FL 33322.

ARTICLE VII - PURPOSE OR PURPOSES

The general purposes for which the Corporation is organized are:

1. To engage in the business of the sale of insurance.
2. To engage in any other trade or business which can, in the opinion of the officers or directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary in order to accomplish the foregoing.

Executed by the undersigned on this 3rd day of February, 2000.



 JASON SCOTT HILSENRAD

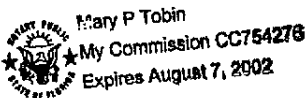
STATE OF FLORIDA)

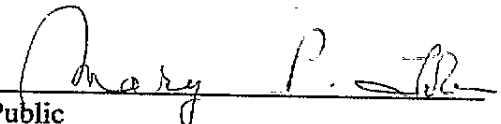
) ss:

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared JASON SCOTT HILSENRAD
 (who is personally known to me, or who has produced FLDLH425437710310 as identification) and
 who, being by me first duly sworn, acknowledged before me that he executed the foregoing.

WITNESS My Hand and Official Seal in the County and State Aforementioned, this
3 day of FEBRUARY, 2000.



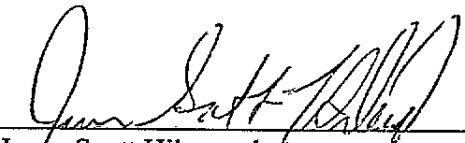


 Notary Public
 State of Florida

My commission expires: 8.7.02

Having been named as Registered Agent and to accept Service of Process for the above stated Corporation at the place designated in this Certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: February 3, 2000



Jason Scott Hilsenrad

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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