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FLORIDIAN HEALTH PLAN, INC.
3343 MEADOWRIDGE DRIVE
MELBOURNE, FLORIDA 32901
321-729-0597

FILED

00 MAY -3 PM 12:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 2, 2000

EFFECTIVE DATE

05/02/00

Dear Sir:

Please accept this application and accompanying check for the incorporation of ^{American} Floridian Health Plan, Inc. which shall be a State of Florida based for profit business.

If there is any other information which is necessary to complete this request please do not hesitate to contact me by email or phone at mikel7@email.msn.com or 321-795-4094.
Thank you in advance for your assistance in this regard.

Sincerely



Michael B. Landau

President & Executive Director

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*****87.50 *****87.50

143-11875



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 5, 2000

MICHAEL B. LANDAU
3343 MEADOWRIDGE DR
MELBOURNE, FL 32901

SUBJECT: FLORIDIAN HEALTH PLAN, INC.
Ref. Number: W00000011879

We have received your document for FLORIDIAN HEALTH PLAN, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 100A00025089

AMERICAN HEALTH PLAN, INC.
3343 MEADOWRIDGE DRIVE
MELBOURNE, FLORIDA 32901
321-729-0597

May 2, 2000

Dear Pamela Hall:

As per our telephone conversation on May 12, 2000, please accept this application for the incorporation of American Health Plan, Inc., previously filed as Floridian Health Plan, Inc. and rejected for similarity's, which shall be a State of Florida based, for profit business. Fees for this transaction have previously been paid with the earlier filing with check number 2304 in the amount of \$87.50 on May 1, 2000.

Please refer to the enclosed response letter I received from you for original documentation information. If there is any other information which is necessary to complete this request please do not hesitate to contact me by email or phone at mikel7@email.msn.com or 321-795-4094.

Thank you in advance for your assistance in this regard.

Sincerely,



Michael B. Landau
President & Executive Director

MBL/mbi

Enclosure's: FDOS Letter dated May 5, 2000; and Revised Articles of Incorporation

**ARTICLES OF INCORPORATION
OF
AMERICAN HEALTH PLAN, INC.**

FILED

00 MAY -3 PM 12: 30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, in compliance with Chapters 607 and/or Chapter 621, F.S. (profit) adopts the following Articles of Incorporation.

Article 1. NAME

The name of the corporation shall be AMERICAN Health Plan, Inc.

EFFECTIVE DATE
05/02/00

Article 2. PRINCIPAL OFFICE

The principle place of business/mailling address is 3343 Meadowridge Drive, Melbourne, Florida 32901.

Article 3. PURPOSE

The purpose for which the corporation is organized is to provide quality health benefits and services through its panel of licensed medical providers via contract via individual medical practitioners and or through group medical practices and Independent Physician Associations.

This corporation shall have all of the powers conferred upon it by the laws of the State of Florida or any other County, State, or Country, to engage in and/or conduct any legal business not prohibited by the Florida Corporation Act.

It is expressly hereby provided that the foregoing enumeration of specific purpose shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

Article 4. SHARES

The maximum number of shares of capital stock that the corporation is authorized to have outstanding at any one time shall be 10,000 shares having no par value.

Article 5. INITIAL OFFICERS/DIRECTORS

The names and addresses of the initial officers and directors of the corporation is as follows:

Michael B. Landau..... President & CEO & Chairman of the Board of Directors.

Article 6. REGISTERED AGENT

The name and address of the registered agent is Michael B. Landau, residing at 3343 Meadowridge Drive, Melbourne, Florida 32901.

Article 7. INCORPORATOR

The name and address of the registered agent is Michael B. Landau, residing at 3343 Meadowridge Drive, Melbourne, Florida 32901.

Article 8. DURATION

This corporation shall have perpetual existence. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State of Florida.

Article 9. BYLAWS

The initial bylaws of this corporation shall be adopted by the Director'(s). By laws shall be adopted, altered, amended or repealed from time to time by either the shareholder'(s) or the board of directors but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholder'(s) if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

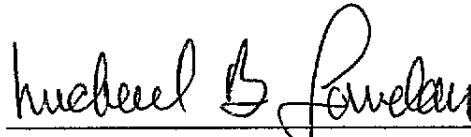
Article 10. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than 66.6 percent of its board of directors entitled to vote thereon, and any right conferred upon the shareholders is subject to this reservation.

Article 11. DISSOLUTION

The corporation may be dissolved any time on the affirmative vote of the holder'(s) of at least 66.6 percent of the board of directors entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholder'(s) prorata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 2nd day of May 2000.

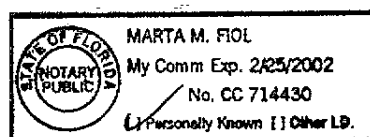

Michael B. Landau, President & CEO

STATE OF FLORIDA)
) ss:
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 2nd day of May, 2000, by Michael B. Landau, who is personally known by me.



Notary Public, State of Florida
My commission expires:

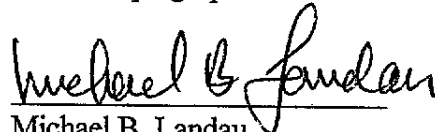


Certificate Designating or Changing Place of Business or Domicile for the Service of
Process Within This State, Naming Agent Upon Whom Process May Be Served

Pursuant to the requirements of Chapter 48.091, F.S., the following is submitted in compliance therewith:

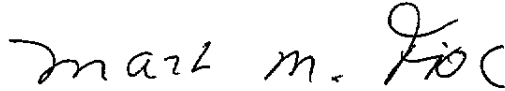
That ~~AMERICAN~~ Health Plan, Inc., a Florida corporation, with its principal office as indicated in the Articles of Incorporation has named Michael B. Landau, at 3343 Meadowridge Drive, Melbourne, Florida 32901 as its agent to accept service of process within this State.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, the undersigned hereby accepts to act in the capacity, and agrees to comply with the provisions of said act relative to keeping open said office.


Michael B. Landau

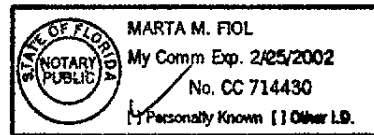
STATE OF FLORIDA)
) ss:
COUNTY OF BREVARD)

SWORN TO AND SUBSCRIBED, before me this 2nd day of May, 2000, by Michael B. Landau, who is personally know to me.



Notary Public, State of Florida

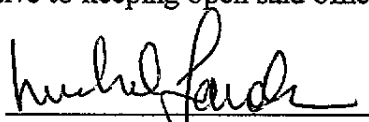
My Commission Expires:



ACCEPTANCE

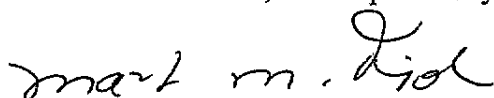
I HEREBY AGREE to act as registered agent for ~~AMERICAN~~ Health Plan, Inc., a Florida corporation, with its principal office as indicated in the Articles of Incorporation.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, the undersigned hereby accepts to act in the capacity, and agrees to comply with the provisions of said act relative to keeping open said office.


Michael B. Landau

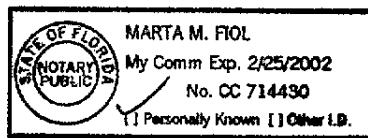
STATE OF FLORIDA)
) ss:
COUNTY OF BREVARD)

SWORN TO AND SUBSCRIBED, before me this 2nd day of may, 2000, by Michael B. Landau, who is personally know to me.



Notary Public, State of Florida

My Commission Expires:



FILED
00 MAY -3 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA