

*PO000006745*

Howard Hill  
4047 Okeechobee Blvd., Suite 226  
West Palm Beach, FL 33409

June 29, 2000

400003312104--3  
-07/03/00--01133--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

RE: Incorporation of *wellcare* Wellcare of Florida, Inc.

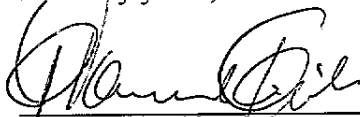
To Whom It May Concern:

Enclosed please find the following:

1. The original articles of incorporation for Wellcare of Florida, Inc.;
2. A certificate of designation of registered agent signed by the registered agent;
3. A copy of the articles of incorporation for certification;
4. A check in the amount of seventy eight dollars and seventy five cents (\$78.75);
5. A Federal Express (FedEx) pre-paid return envelope.

Once you have processed this paperwork, please return the certified copy of the articles of incorporation by using the enclosed pre-paid Federal Express return envelope provided. Should you have any questions, please do not hesitate to contact me.

Sincerely yours,



Howard Hill

/HH  
Enclosures

FILED  
00 JUL 12 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*W-11018 PH 7/13/00*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 6, 2000

HOWARD HILL  
4047 OKEECHOBEE BLVD, SUITE 226  
WEST PALM BEACH, FL 33409

SUBJECT: WELLCARE OF FLORIDA, INC.  
Ref. Number: W00000017018

We have received your document for WELLCARE OF FLORIDA, INC. and check(s) totaling \$78.75. 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**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: 200A00037500

**ARTICLES OF INCORPORATION**  
**OF**  
**WELLCASE OF FLORIDA, INC.**

FILED  
00 JUL 12 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is WELLCASE OF FLORIDA, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business as an injury care facility.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4047 Okeechobee Blvd., Suite 226, West Palm Beach, Florida 33409, and the name of the initial registered agent of this corporation at that address is Howard Hill.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Howard Hill  
4047 Okeechobee Blvd., Suite 226  
West Palm Beach, Florida 33409

### **ARTICLE VIII - INCORPORATORS**

The name and address of the Incorporator signing these articles is: Howard Hill, 4047 Okeechobee Blvd., Suite 226, West Palm Beach, Florida 33409


### **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any Officer or any former officer or director, to the full extent permitted by law.

### **ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on the 10<sup>th</sup> day of July, 2000.



Howard Hill

**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

JUL 12 AM 8:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that WELLCASE OF FLORIDA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business as 4047 Okeechobee Blvd., Suite 226, West Palm Beach, Florida 33409 has named Howard Hill located at 4047 Okeechobee Blvd., Suite 226, West Palm Beach, Florida 33409, as its agent to accept service of process within Florida.

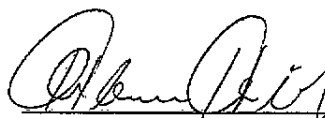
Dated: 7/10/00



Howard Hill  
Incorporator

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: 7/10/00



Howard Hill  
Registered Agent

FILED  
00 JUL 12 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA