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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

MADISON INTERNATIONAL UNDERWRITER'S, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MADISON INTERNATIONAL UNDERWRITER'S, INC.

ARTICLE I - CORPORATE NAME

The name of the Corporation is: MADISON INTERNATIONAL UNDERWRITER'S, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The principal nature of the business to be transacted by this corporation is to engage any business permitted under the Laws of the state of Florida, and especially health, insurance and health management.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is (1,000) shares of common stock having per value of (\$1.00) per share.

ARTICLE IV - TERMS OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V - REGISTERED AGENT AND PRINCIPAL OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: WILFREDO O. ALLEN, 2250 SW 3RD AVENUE, SUITE 201, MIAMI, FLORIDA 33129. The street address of the principal office of this Corporation shall be 999 Ponce de Leon Blvd. Suite 940, Coral Gables, Florida 33134. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have (2) director initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTOR

The name of the initial directors of this Corporation and their street addresses are:

NAME

JULIO AVELLO

ADDRESS

999 PONCE DE LEON BLVD.
SUITE 940
CORAL GABLES, FL 33134

CARLOS LUNA

999 PONCE DE LEON BLVD.
SUITE 940
CORAL GABLES, FL 33134

The persons named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Article of Incorporation as the Incorporator is:

NAME

JULIO AVELLO

ADDRESS

999 PONCE DE LEON BLVD.
SUITE 940
CORAL GABLES, FL 33134

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the

stockholders and approved at a stockholder's meeting by at least a majority of the stockholders entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator (s), have executed the foregoing Article of Incorporation on this 24th day of JULY 2000.

Julio Avello
INCORPORATOR

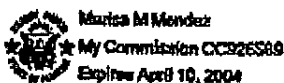
ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above state corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agrees to comply with the provision of said Act relative to keeping open said office.

W. J. O. A.
REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths, personally appeared, JULIO AVELLO, the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation, on this 24th day of July 2000, and showed as identification personally known.



Marisa M. Mendez
Notary Public - State of Florida

MY COMMISSION EXPIRES: