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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
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Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

CHP HEALTH PLANS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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CHP HEALTH PLANS, INC.

ARTICLES OF INCORPORATION

THE UNDERSIGNED, desiring to incorporate a corporation under the provisions of the Florida Corporation Act does hereby certify:

1. The name of the corporation is **CHP Health Plans, Inc.**
2. The term for which the corporation is to exist is perpetual.
3. The general nature of the business to be transacted by the corporation shall be to engage in any act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Florida Corporation Act.
4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue ten million (10,000,000) shares of voting common stock having a par value of one ten thousandth of a cent (\$0.0001) each. In addition, the corporation shall have the authority to issue five million (5,000,000) shares of voting preferred stock having a par value of one ten thousandth of a cent (\$0.0001) each.
5. The initial principal office of the corporation shall be located at 14411 Commerce Way, Suite 310, Miami Lakes, FL 33016. Register Agent shall be PEDRO A. COFIÑO, ESQ., at Cofiño & Gongora, 407 Lincoln Road, Suite 2B, Miami Beach, Florida 33139.
6. The initial Board of Directors shall be comprised of (1) member. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1).

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Prepared by: Pedro A. Cofiño, Esq.
407 Lincoln Road, Suite 2B
Miami Beach, Florida
(305)531-8111
Florida Bar No.: 323918

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7. The name and address of the initial Director is:

NAME

ADDRESS

Lawrence S. Rachmel 14411 Commerce Way
Suite 310
Miami Lakes, FL 33016

8. The names and address of the incorporator is:

NAME

ADDRESS

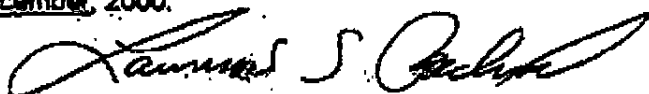
Lawrence S. Rachmel 14411 Commerce Way
Suite 310
Miami Lakes, FL 33016

9. The formation of the corporation shall be effective as of the date of execution and acknowledgment hereof.

10. With respect to all shares of stock of the corporation, every Shareholder upon a sale for cash or other property of any such new shares of stock, or options or warrants therefore, shall have the pre-emptive right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price at which such new shares of stock, or option or warrants therefor, are offered to others.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this

28 day of December, 2000.



Lawrence S. Rachmel

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[illegible]

CHP HEALTH PLANS, INC.

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OR PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE VERIFIED.**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

The CHP Health Plans, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 14411 Commerce Way, Suite 310, Miami Lakes, FL 33016, has named PEDRO A. COFIÑO, ESQ., located at Cofiño & Gongora, 407 Lincoln Road, Suite 2B, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

PEDRO A. CORNO, ESQ

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