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Florida Department of State
Division of Corporations
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01 FEB 28 PM 2:35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**FLORIDA PROFIT CORPORATION OR P.A.****HEALTH SHIELD, INC.**

Certificate of Status	1
Certified Copy	1
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FEB.-28'01(WED) 10:44
2-28-2001 7:25AM

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FROM J. DAVID PENA / ASSOC 3053723768

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P. 002
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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
HEALTH SHIELD, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the corporation shall be:

Health Shield, Inc.

The principal place of business of this corporation initially shall be 1101 Brickell Avenue, Suite 1100, Miami, FL 33131.

ARTICLE II.

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business for which corporations may be incorporated under the Florida Business Corporation Act and that are permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III.

CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is Two Thousand (2,000) shares of common stock having a par value of \$0.01 (one cent) per share.

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P. 003
P. 1

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ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation is 1101 Brickell Avenue, Suite 1100, Miami, FL 33131.

The name of the initial registered agent of the corporation at that address is J. David Peña.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

DIRECTORS

This corporation shall have one (1) director, initially. The name and street address of the initial member of the Board of Directors is:

Dr. Aicardo Varón 1101 Brickell Avenue, Suite 1100
Miami, Florida 33131

ARTICLE VII.

INCORPORATOR

The name and street address of the incorporator executing these Articles of Incorporation is:

J. David Peña, Esq.
1101 Brickell Avenue, Suite 1100
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



J. David Peña
Incorporator

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P. 004
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Health Shield, Inc.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, J. DAVID PEÑA, having been named as registered agent and to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent.

DATED this 27th day of March, 2001.


J. David Peña

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