

Florida Department of State
Division of Corporations
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To:

Division of Corporations
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

MIAMI DADE HEALTH PLANS, INC.

Certificate of Status	0
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01 JUN 22 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight JUN 25 2001

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**ARTICLES OF INCORPORATION
OF
MIAMI DADE HEALTH PLANS, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

Article I

NAME

The name of the Corporation is:

MIAMI DADE HEALTH PLANS, INC.

Article II

DURATION

The Corporation shall have perpetual existence commencing on the date of the filing of this Articles of incorporation with the Department of State of Florida.

Article III

PURPOSE

The purpose of the Corporation is to engage in any activities of business permitted under the law of the United States.

Article IV

CAPITAL stock

The Corporation is authorized to issue 200 shares of common stock with \$1.00 par value.

H 01000075817 Article V

STOCK HOLDERS MEETINGS

Unless otherwise provided for in the Corporation's bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

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Article VI

PRINCIPAL CORPORATE OFFICE AND REGISTERED AGENT

The name and street address of the principal corporate office is:

**MIAMI DADE HEALTH PLANS, INC.
2260 SW 8 Street
Miami, FL 33135**

The name and street address of the initial Registered Agent is:

**Maria C. Suarez
14720 Glencairn Rd.
Miami Lakes, FL 33016**

Article VII

INITIAL BOARD OF DIRECTOR

The Corporation shall have at least one (1) director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one. The name and address of the initial director of the corporation is as follows:

**Luis Cruz
2260 SW 8th Street
Miami, FL 33135**

Article VIII

INCORPORATORS

The name and address of the incorporator is

**Maria C. Suarez, Esq.
14720 Glencairn Rd.
Miami Lakes, FL 33016**

Article IX**RESTRICTIONS OF TRANSFER OF CAPITAL STOCK**

Unless otherwise provided by the Corporation's bylaws no shares of the capital stock of this Corporation may be transferred without the prior approval of the Corporation's Board of Director.

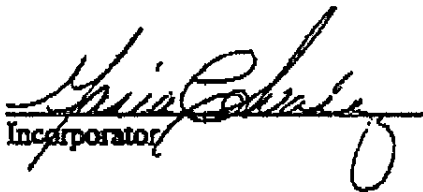
Article X**INDEMNIFICATION**

The Corporation shall indemnify its officer, directors and authorized agents on all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation to the fullest extent permitted under Florida law existing now or hereinafter enacted.

Article XI**PREEMPTIVE RIGHTS**

The holders of the common stocks of this Corporation shall have preemptive rights to purchase at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to stock authorized and issued by the Corporation. The preemptive right of any share holder is determined by the ratio of the authorized and issued shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, The undersigned incorporator and registered agent has executed these Articles of Incorporation this 22 day of June 2001.


Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Before me, a notary public authorized to take acknowledgments in the state and county its forth above, personally appeared _____, known to me and known by me to be the person who executed

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the forgoing Articles of incorporation, and he acknowledge before me that he executed the same for the purposes therein contained:

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal in the state and county aforesaid, this _____ day of
_____, 2001.

Notary Public
My commission expires:

H 01000075817**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

Maria C. Suarez, Esq., a licensed attorney in the State of Florida, having an office at 14720 Glencairn Rd. Miami Lakes, Florida, having been designated as Registered Agent in the above foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Maria C. Suarez, Esq.**H 01000075817****FILED**

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