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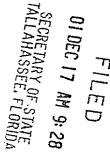
Account Name : BUSINESS FILINGS

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FLORIDA PROFIT CORPORATION OR P.A.

Paragon Benefits, Inc.

Certificate of Status	0
Certified Copy	1
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12/17/01



FAX AUDIT # HO100012(9848

ARTICLES OF INCORPORATION

In compliance with Chapter 607, F.S.

ARTICLE I NAME

The name of the corporation shall be: Paragon Benefits, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 8751 West Broward Blvd., Suite 300, Fort Lauderdale, Florida 33324

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Sell, Administer and Services benefit products such as dental, vision and prescription drug plans to individuals and companies in Florida

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is two thousand (2,000). The par value of each share of stock is one cent (\$0.01).

ARTICLE V OFFICERS/DIRECTORS

The initial directors of the corporation are:

Leonard Weiss, 8751 West Broward Blvd., Suite 300, Fort Lauderdale, Florida 33324 Michael Flax, 8751 West Broward Blvd., Suite 300, Fort Lauderdale, Florida 33324 Kim Nolan, 8751 West Broward Blvd., Fort Lauderdale, Florida 33324

ARTICLE VI REGISTERED AGENT

The name and Florida Street address of the registered agent is: Business Filings Incorporated, 1000 West Avenue, Suite 1114, Miami Beach, Florida 33139. Located in the County of Miami-Dade.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Richard Oster, 8025 Excelsior Dr., Suite 200, Madison, WI 53717.

I hereby accept the appointment as registered agent and agree to act in this capacity.

Signature:

Richard Oster, Vice President

Business Filings Incorporated

Richard Oster, Incorporator

Date 12/07/01

The document was prepared by: Richard Oster, 8025 Excelsior Dr, Suite 200, Madison, WI 53717. 608-827-5300

FAX AUDIT # 40100012-19848