

P 03000072243

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000222784 8))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : HUBCO  
Account Number : 204662003400  
Phone : (516)935-3940  
Fax Number : (516)935-3088

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 JUN 30 AM 8:35

FLORIDA PROFIT CORPORATION OR P.A.

Space Coast Uniphyd Health Plan Corporation

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

1103000222784

**ARTICLES OF INCORPORATION  
OF  
SPACE COAST UNIPHYD HEALTH PLAN CORPORATION**

The undersigned, acting as incorporator of Space Coast Uniphyd Health Plan Corporation (the "Corporation") under the Florida Statutes, adopts the following Articles of Incorporation for the Corporation.

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is "Space Coast Uniphyd Health Plan Corporation".

**ARTICLE II  
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III  
CORPORATE PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Laws of the State of Florida.

**ARTICLE IV  
CAPITALIZATION**

The number of shares the Corporation is authorized to issue is Two Hundred Million (200,000,000) shares consisting of:

- (a) 150,000,000 shares of common stock, no par value per share ("Common Stock");
- (b) 50,000,000 shares of blank check preferred stock, no par value per share ("Blank Check Preferred Stock");

**A. COMMON STOCK**

1. Voting. Except as otherwise expressly provided by law, and subject to the voting rights provided to the holders of the Blank Check Preferred Stock by the board of Directors (the "BOD"), the Common Stock shall have exclusive voting rights on all matters requiring a vote of shareholders (the "Shareholders"), voting together with the holders of the Blank Check Preferred Stock, as one class.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 JUN 30 AM 8:35

1103000222784

H03000222784

2. Other Rights. Each share of Common Stock issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any shares of Common Stock unless the same is paid on all shares of Common Stock outstanding at the time of such payment. Except for and subject to those rights expressly granted to the holders of the Blank Check Preferred Stock, or except as may be provided by the laws of the State of Washington, the holders of Common Stock shall have exclusively all other rights of Shareholders.

**B. BLANK CHECK PREFERRED STOCK**

1. Issuance. The Blank Check Preferred Stock may be issued from time to time in one or more series. Subject to the limitations set forth herein and any limitations prescribed by law, the BOD is expressly authorized, prior to issuance of any series of Blank Check Preferred Stock, to fix by resolution or resolutions providing for the issue of any series the number of shares included in such series and the designations, relative powers, preferences and rights, and the qualifications, limitations or restrictions of such series. Pursuant to the foregoing general authority vested in the BOD, but not in limitation of the powers conferred on the BOD thereby and by the Washington Business Corporation Act, the BOD is expressly authorized to determine with respect to each series of Blank Check Preferred Stock:

1.1 The designation or designations of such series and the number of shares (which number from time to time may be decreased by the BOD, but not below the number of such shares then outstanding, or may be increased by the BOD unless otherwise provided in creating such series) constituting such series;

1.2 The rate or amount and times at which, and the preferences and conditions under which, dividends shall be payable on shares of such series, the status of such dividends as cumulative or noncumulative, the date or dates from which dividends, if cumulative, shall accumulate, and the status of such shares as participating or nonparticipating after the payment of dividends as to which such shares are entitled to any preference;

1.3 The rights and preferences, if any, of the Shareholders of such series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the Corporation, which amount may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and the status of the shares of such series as participating or nonparticipating after the satisfaction of any such rights and preferences;

1.4 The full or limited voting rights, if any, to be provided for shares of such series, in addition to the voting rights provided by law;

1.5 The times, terms and conditions, if any, upon which shares of such series shall be subject to redemption, including the amount the Shareholders of such series shall be entitled to receive upon redemption (which amount may vary under different conditions or at

H03000222784

H03000220784

different redemption dates) and the amount, terms, conditions and manner of operation of any purchase, retirement or sinking fund to be provided for the shares of such series;

1.6 The rights, if any, of Shareholders of such series to convert such shares into, or to exchange such shares for, shares of any other class or classes or of any other series of the same class, the prices or rates of conversion or exchange, and adjustments thereto, and any other terms and conditions applicable to such conversion or exchange;

1.7 The limitations, if any, applicable while such series is outstanding on the payment of dividends or making of distributions on, or the acquisition or redemption of, Common Stock or restrictions, if any, upon the issue of any additional shares (including additional shares of such series or any other series or of any other class) ranking on a parity with or prior to the shares of such series either as to dividends or upon liquidation; and

1.8 The conditions or restrictions, if any, upon the issue of any of any other class) ranking on a parity with or prior to the shares of such series either as to dividends or upon liquidation; and

1.9 Any other relative powers, preferences and participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of shares of such series; in each case, so far as not inconsistent with the provisions of this Article of Incorporation or the Washington Business Corporation Act as then in effect.

**C. ISSUANCE OF CERTIFICATES**

The BOD shall have the authority to issue shares of the capital stock of this Corporation and the certificates therefore subject to such transfer restrictions and other limitations as it may deem necessary to promote compliance with applicable federal and state securities laws, and to regulate the transfer thereof in such manner as may be calculated to promote such compliance or to further any other reasonable purpose.

**ARTICLE V  
STREET ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office is as follows:

1900 S. Harbor City Blvd., #315  
Melbourne, Florida 32901

H03000220784

H03000222784

**ARTICLE VI  
REGISTERED OFFICE AND REGISTERED AGENT**

The name and mailing address of the initial registered office and initial registered agent are as follows:

Michael W. Hawkins  
1900 S. Harbor City Blvd., #315  
Melbourne, Florida 32901

**ARTICLE VII  
DIRECTORS**


The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the Directors shall be prescribed in the bylaws, but the number of original Directors shall initially consist of one (1), and he/she shall serve until the first meeting of the Shareholders and until their successors are elected and qualified. The name and post office address of the initial BOD are as follows:

<u>Name:</u>	<u>Address:</u>
Robert L. Trinka	1900 S. Harbor City Blvd., #315 Melbourne, Florida 32901

**ARTICLE VIII  
BYLAWS**

Both the Shareholders of the Corporation, by a majority vote of qualified shares issued and outstanding, and the BOD, by vote of a majority of the whole BOD, shall each have the power to adopt, make, amend, alter or repeal the bylaws of the Corporation; but any Bylaw adopted by the BOD may be amended or repealed by the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator, for the purpose of forming a Corporation pursuant to the Florida statutes, does make these Articles and has affixed his signature below on this 22nd day of May, 2003.

  
 Michael F. Johnson, Incorporator  
 The Otto Law Group, PLLC  
 900 Fourth Ave., Suite 3140  
 Seattle, Washington 98164

H03000222784

H0300022278

**CONSENT TO SERVE AS REGISTERED AGENT**

I, Michael W. Hawkins, do hereby consent to serve as registered agent in the State of Florida for Space Coast Uniphyd Health Plan Corporation. I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation, to forward all mail to the Corporation, and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the Corporation for which I am agent.

DATED this 22nd day of May, 2003.



Michael W. Hawkins

FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
03 JUN 30 AM 8:35

H03000222784