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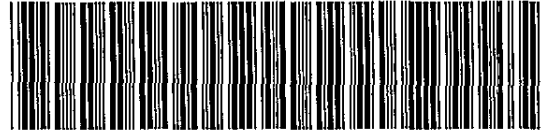
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STATE  
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TALLAHASSEE, FLORIDA

**KATZ, KUTTER, ALDERMAN & BRYANT, P.A.**

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Reply to: Tallahassee Office

September 12, 2003

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Via Hand Delivery

Re: Formation of Corporations:  
Companion Health Care, Inc. &  
Companion Health Plans, Inc.

Dear Division Personnel:

Enclosed for filing please find one original and one copy of the Articles of Incorporation and a Certificate of Designation of Registered Agent/Registered Office for each of the corporations listed above.

Please file these Articles and Certificates of Designation and stamp the other copies "Filed."

I have enclosed a check in the amount of \$157.50 for the filing fees and for certificates of status for each corporation. Our messenger will pick up the certificates of status and the stamped copies after 11:00 a.m. on September 16, 2003.

Sincerely,



Nancy M. Burke

Enclosures

cc: Mr. Mike Barrett

**ARTICLES OF INCORPORATION  
OF  
COMPANION HEALTH CARE, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

**ARTICLE I  
Name and Address**

The name of the Corporation shall be Companion Health Care, Inc. The principal office of the Corporation shall be located at 205 Ranch Road, Winter Park, Florida 32792.

**ARTICLE II  
Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

**ARTICLE III  
Stock**

The authorized capital stock of the Corporation shall consist of One Hundred (100) shares of Common Stock with par value of one cent (\$.01). The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

**ARTICLE IV  
Right of Purchase**

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

**ARTICLE V  
Incorporator**

The name and street address of the Incorporator of this Corporation is as follows:

Bruce D. Platt

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 SEP 12 PM 12:42

106 East College Avenue  
Suite 1200  
Tallahassee, Florida 32301

**ARTICLE VI**  
**Term of Corporate Existence**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII**  
**Address of Registered Office and Registered Agent**

The name and address of the registered office and agent of the Corporation in the State of Florida shall be Bruce D. Platt, 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

**ARTICLE VIII**  
**Number of Directors**

The business of the Corporation shall be managed by a Board of Directors consisting of at least one person, the exact number to be determined from time to time in accordance with the By-Laws. The initial Board of Directors of the Company shall consist of one person, such person being Mike Barrett, 205 Ranch Road, Winter Park, Florida 32792.

**ARTICLE IX**  
**Officers**

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office.

**ARTICLE X**  
**Transactions In Which Directors**  
**Or Officers Are Interested**

A. No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

## **ARTICLE XI**

### **Indemnification of Directors and Officers**

A. The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise which he served as such at the request of the Corporation, against judgment, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit, or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duties to the Corporation.

B. Any indemnification under paragraph A. shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith

and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable grounds for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders of the Corporation who were not parties to such action suit or proceeding.

C. The Corporation may assume the defense of any person seeking indemnification pursuant to the provisions of paragraph A. above upon a preliminary determination by the Board of Directors of the Corporation that such person has met the applicable standards of conduct set forth in paragraph A. above, and upon receipt of an agreement by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interest between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

## **ARTICLE XII**

### **Financial Information**

Except to the extent required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders, nor shall the Corporation be required to file balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.


## **ARTICLE XIII**

### **Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this 12th day of September, 2003.

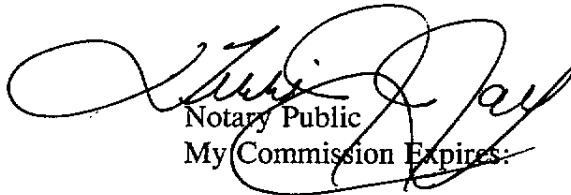
  
\_\_\_\_\_  
BRUCE D. PLATT- Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Bruce D. Platt, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes there set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 12th day of September, 2003.

[Seal]

  
Notary Public  
My Commission Expires:



Terri J. Jay  
MY COMMISSION # DD185375 EXPIRES  
April 27, 2007  
BONDED THRU TROY FAJN INSURANCE, INC.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 SEP 12 PM 12:42

### ACCEPTANCE OF REGISTERED AGENT

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Having been named to accept service of process for Companion Health Care, Inc. at the place designated for this purpose in its Articles of Incorporation, Bruce D. Platt agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office.

  
\_\_\_\_\_  
BRUCE D. PLATT