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To: Division of Corporations  
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From: Account Name : HUNTON & WILLIAMS  
Account Number : I20000000236  
Phone : (305) 810-2542  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**Complete Health Plans of Florida, Inc.**

Certificate of Status	1
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Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION  
OF  
COMPLETE HEALTH PLANS OF FLORIDA, INC.**

Pursuant to Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I - NAME**

The name of the corporation is Complete Health Plans of Florida, Inc. (hereinafter called the "Corporation").

**ARTICLE II - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation is c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE V - INITIAL REGISTERED AGENT**

The name of the initial registered agent of the Corporation is Rafael G. Prohias. The Florida street address of the initial registered agent of the Corporation is c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

**ARTICLE VI - INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses to its directors to the fullest extent permitted by law, as well as to any officers or other employees of the Corporation to whom the Corporation has agreed to grant indemnification.

**ARTICLE VII - INCORPORATOR**

The name and address of the incorporator is Rafael G. Prohias, c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4<sup>th</sup> day of December, 2003.

  
\_\_\_\_\_  
Incorporator: Rafael G. Prohías

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

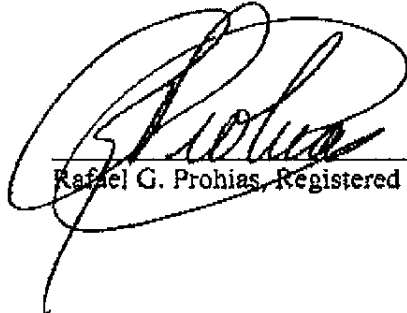
**WITNESSETH:**

That Complete Health Plans of Florida, Inc., desiring to organize under the laws of the State of Florida, has named Rafael G. Prohias, located at c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 4<sup>th</sup> day of December, 2003.

  
\_\_\_\_\_  
Rafael G. Prohias, Registered Agent

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