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JUN 23 PM 1:45
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

June 10, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Managed Care Benefits, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a Certificate of Designation for the above corporation with a check in the amount of \$78.75.

Filing Fees:	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
	\$ 78.75

If you have any questions concerning this matter please contact the undersigned. Thank you in advance for your prompt attention to this matter.

Very truly yours,

Kirk Thompson
501 N. Magnolia Avenue
Orlando, FL 32853-6246
407-246-0967

ARTICLES OF INCORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is

Managed Care Benefits, Inc.

The address of this corporation is:

**501 N. Magnolia Avenue
Orlando, FL 32853-6246**

ARTICLE II

DURATION

The Corporation shall have a perpetual existence.

ARTICLE III

PURPOSE

The purpose of this Corporation is to engage in any activities of Business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

One Thousand (1000) Common shares, all of which shall be without par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at **501 N. Magnolia Avenue, Orlando, FL 32853-6246** and the initial registered agent of this Corporation at such office shall be **Kirk Thompson**, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of One member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than four.

ARTICLE VII

INCORPORATION

The name and address of the person signing these Articles of Incorporation is:

Kirk Thompson
Managed Care Benefits, Inc.
501 N. Magnolia Avenue
Orlando, FL 32853-6246

ARTICLE VIII

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX

BYLAWS

The Board of Directors shall adopt the initial Bylaws. The Power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

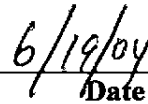
ARTICLE X

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issue and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided In Florida Statutes 607.0704 and the Bylaws.



Signature/Incorporator



Date

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTER OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Managed Care Benefits, Inc.

2. The name and address of the registered agent and office is:


Kirk Thompson
501 N. Magnolia Avenue
Orlando, FL 32853-6246

SIGNATURE 
(Corporate Officer)

TITLE President

DATE 6/19/04

HAVING BEEN NAMES AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 
DATE 6/19/04