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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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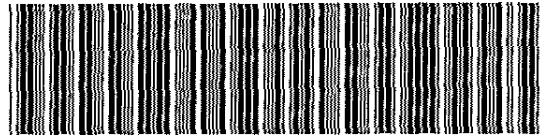
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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June 30, 2004

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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DONNA E. BLANTON
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ELIZABETH McARTHUR
TRAVIS L. MILLER
JOHN RADEY
HARRY O. THOMAS
DAVID A. YON

Re: **Paul Revere Health Plans, Inc.**
Articles of Incorporation and Registered Agent Designation

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Paul Revere Health Plans, Inc.. We are **not** requesting a certified copy of these documents. We have included a check in the amount of \$70.00 for the necessary filing fees.

Thank you for your assistance with this request. You may contact me at 425-6680 if there are any questions or when the documents are ready and I will have them picked up.

Sincerely,



Angel Ganey
Legal Assistant to Travis Miller

Enclosures

**Articles of Incorporation
of
Paul Revere Health Plans, Inc.**

FILED

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The undersigned incorporator, who is a natural person over the age of eighteen (18) years and who is competent to contract, hereby forms the following Corporation under the Laws of the State of Florida.

**Article I
Name and Address**

The name of the Corporation shall be Paul Revere Health Plans, Inc. Its principal office shall initially be located at 2875 NE 191st Street, Suite 300, Miami, FL 33180. The Corporation may establish and maintain the principal office of the Corporation at such other place within the State of Florida or elsewhere as may be determined by the Board of Directors.

**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
Authorized Stock**

The authorized capital stock of the Corporation shall consist of 1000 shares of a single class of Common Stock with a par value of one cent (\$0.01) per share. The stock of the Corporation shall be issued for such consideration as may from time to time be determined by the Board of Directors.

**Article IV
Term of Corporate Existence**

The Corporation shall exist perpetually unless and until dissolved according to law.

**Article V
Address of Registered Office and Registered Agent**

The registered office of the Corporation shall be 313 North Monroe Street, Suite 200, Tallahassee, Florida 32301, and the registered agent of the Corporation at such office shall be Travis L. Miller. The Board of Directors may from time to time designate a new registered agent or registered office or both.

Article VI
Board of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not less than one (1) Director. The term of office of the initial Director or Directors shall not be for more than one year after the date of incorporation. The size of the Board and the terms of office of its Directors may be altered as provided in the bylaws of the Corporation.

Article VII
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 or directors is or 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 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, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

Article VIII
Indemnification of Directors and Officers

The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by the Act and other applicable law.

Article IX
Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, subject to applicable laws of the State of Florida, and all rights conferred upon stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles of Incorporation under the laws of the State of Florida this 30th day of June, 2004.


Travis L. Miller

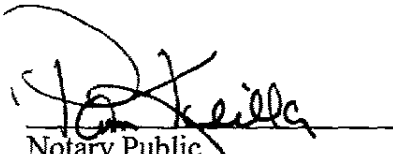
Address of the Incorporator:

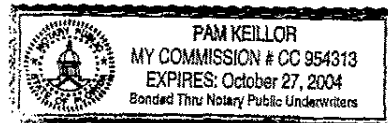
313 North Monroe Street, Suite 200
Tallahassee, FL 32301

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, **TRAVIS L. MILLER**, to me personally known as identification 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 uses and purposes therein set forth.

IN WITNESS WHEREOF, I have set my hand and official seal on this 30th day of June, 2004.


Notary Public
My Commission expires:
Commission Number:




**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

FILED

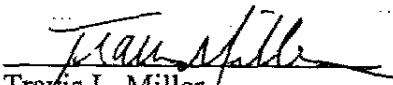
In compliance with Florida Statutes Section 48.091 and 607.034, the following is submitted:

2006 JUL 17 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Paul Revere Health Plans, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 313 North Monroe Street, Suite 200, Tallahassee, Florida 32301, as its initial Registered Office and has named Travis L. Miller located at said address as its initial Registered Agent.


Travis L. Miller

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.


Travis L. Miller
Registered Agent