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Robert C. Ashburn (Requestor's Name) 1009 San Luis RD
(Requestor's Name)
1009 San Luis RD
(Address)
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Articles of Incorporation

Of

AMERICAN HERITAGE HEALTH PLANS, INC.

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

ARTICLE I. CORPORATE NAME

The name of the Corporation is:

American Heritage Health Plans, Inc.

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

c/o Rajendra P. Gupta, M.D. 300 N. W. 70th Avenue Suite 109 Plantation, Florida 33317

ARTICLE III. PURPOSE

The purpose for which the Corporation is organized is to provide health care delivery services under a managed care arrangement as directed by state and federal laws, regulations, and guidelines.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.01 pre share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

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ARTICLE V. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on February 4, 2005. This Corporation shall have perpetual existence.

ARTICLE VI. OFFICERS AND DIRECTORS

The initial Officers of the Corporation are:

Zachariah P. Zachariah, M.D. President and CEO 40 Seneca Road Sea Ranch Lakes, Florida 33308

Rajendra P. Gupta, M.D. Vice President 300 N. W. 70th Avenue Suite 109 Plantation, Florida 33317

VII. **INDEMNIFICATION**

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify it incorporator, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

VII. **INCORPORATOR**

The name and address of the Incorporator is:

Robert C. Ashburn 1009 San Luis Road Tallahassee, Florida 32304

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has ex foregoing Articles of Incorporation as of February 4, 2005.

Robert C. Ashburn