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COR AMND/RESTATE/CORRECT OR O/D RESIGN**MD MEDICARE CHOICE, INC.**

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*Amend & Restated
Articles*
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MD MEDICARE CHOICE, INC.

Pursuant to Section 607.1007 of the Florida Business Corporation Act (the "*FBCA*"), MD MEDICARE CHOICE, INC., a Florida corporation, formerly known as PartnerCare Health Plan, Inc., formerly known as CareOne Health Plan, Inc., certifies that:

1. The original Articles of Incorporation of the Corporation were filed by the Florida Department of State on February 11, 2005 (the "*Original Articles*").
2. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation by Unanimous Written Consent of the Board and by the Shareholders by Unanimous Written Consent dated August 30, 2007.
3. These Amended and Restated Articles of Incorporation have been duly executed by the President of the Corporation on the date hereinafter set forth on the execution page.
4. The Original Articles are amended and restated in their entirety to read as follows:

**ARTICLE I
NAME**

The name of the corporation (hereinafter referred to as the "*Corporation*") is MD Medicare Choice, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal office of the Corporation shall be at 5501 West Waters Avenue, Suite 401, Tampa Florida 33624, or in any other city in the State of Florida designated by the Board of Directors from time to time. The name of the Corporation's registered agent in the State of Florida, who's Consent to Appointment as Registered Agent accompanies these Amended and Restated Articles of Incorporation, is CT CORPORATION SYSTEM, a Delaware Corporation and its address is 1200 South Pine Island Road, Plantation, Florida 333-24.

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ARTICLE III PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

ARTICLE IV TERM

The Corporation shall have perpetual existence.

ARTICLE V CAPITAL STOCK

1. Authorized Capital Stock. Except as otherwise provided by law, authorized shares of capital stock of the Corporation, regardless of class or series, may be issued by the Corporation, from time to time in such amounts, for such lawful consideration and for such corporate purposes as the Board of Directors may from time to time determine. All capital stock when issued and fully paid for shall be deemed fully paid and non-assessable. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue shall be 49,500,000 consisting of:

- (a) 20,000,000 shares of Class A Common Stock, par value \$0.01 per share;
- (b) 2,000,000 shares of Series A Preferred Stock, par value \$0.01 per share; and
- (c) 27,500,000 shares of Class B Common Stock, par value \$0.01 per share.

2. Terms of Common Stock.

2.1. General. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation, each share of each class of Common Stock shall have identical powers, preferences, qualifications, limitations and other rights.

2.2. Voting Rights.

- (a) Matters Pertaining to a Single Class of Stock. In all matters which pertain to a single class of Stock, except as otherwise required by law (including, without limitation, Section 607, 1004 of the FBCA, as amended from time to time): (i) each share of Class A Common Stock shall be entitled to one vote

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per share for all matters pertaining to Class A Common Stock; (ii) each share of Class B Common Stock shall be entitled to one vote per share for all matters pertaining to Class B Common Stock; and (iii) each share of Series A Preferred Stock shall be entitled to one vote per share for all matters pertaining to Series A Preferred Stock.

- (b) All Other Matters. In all matters brought before the Shareholders, except as otherwise required by law (including, without limitation, Section 607.1004 of the FBCA, as amended from time to time), the holders of Class A Common Stock, Class B Common Stock and Series A Preferred Stock shall each vote as a separate class, and the voting power of each class of stock shall be weighted in the manner set forth in Section 4.5(a) through (f). Except as otherwise required by law (including, without limitation, Section 607.1004 of the FBCA, as amended from time to time), all matters submitted to a vote of the Shareholders may be adopted by the majority of the outstanding shares of Class A Common Stock acting alone; and shall otherwise require the affirmative vote of the majority of the outstanding shares of Class A Common Stock voting as a separate class in order to be approved.

2.3. Dividends. Subject to the rights of any outstanding class or series of capital stock ranking senior to the Common Stock as to dividends, dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefor. As and when dividends are so declared, they shall be allocated among the classes of Common Stock in the manner set forth in Section 4.5 (a) through (f). The holders of each class of Common Stock shall be entitled to participate in such dividends ratably within their respective class of stock.

2.4. Liquidation. In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of each class of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation and after the holders of any outstanding class or series of capital stock ranking senior to Common Stock shall have been paid in full the amounts to which such holders shall be entitled, or an amount sufficient to pay the aggregate amount to which such holders are entitled shall have been set aside for the benefit of the holders of such senior capital stock.

2.5. Stock Splits. The Corporation may not split, divide or combine the shares of any class of Common Stock unless, at the same time, the Corporation splits, divides or combines, as the case may be, the shares of the other class of Common Stock in the same proportion and manner.

2.6. No Preemptive Rights. The Board of Directors may from time to time issue any class or series of authorized stock of the Corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase authorized stock of any class or

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series without offering any such stock, either in whole or in part, to the existing stockholders of any class or series. Except as otherwise provided in a shareholder agreement in effect among the shareholders and the Corporation, or these Articles of Incorporation, no shareholder shall by reason of his holding shares of any class of capital stock have any preemptive or preferential rights to purchase or subscribe to stock of any class or series of the Corporation now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of any class or series now or hereafter to be authorized, whether or not the issuance of any such stock, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder. All such newly authorized shares of stock of any class or series, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, stock of any class or series, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine in its discretion from time to time.

3. Preferred Stock. The Board of Directors is expressly authorized to issue from time to time all or any shares of preferred stock, in one or more series, and to fix for each such series such voting powers, full or limited, or no voting powers, and such designations, preferences (including seniority upon liquidation), relative participating, optional or other special rights, redemption rights, conversion privileges and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such series and to the fullest extent as now or hereafter permitted by these Articles of Incorporation and the laws of the State of Florida. Unless a vote of any shareholder is required under the FBCA, the Board of Directors may from time to time increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series of Preferred Stock subsequent to the issuance of shares of that series. In case the number of shares of any series is so decreased, the shares constituting such reduction shall resume the status that such shares had prior to the adoption of the resolution originally fixing the number of shares of such series.

4. Rights, Preferences and Restrictions of Series A Preferred Stock. 2,000,000 shares of the preferred stock shall be designated as the Series A Preferred Stock (the "*Series A Preferred Stock*"). Except with the written consent of the holders of a majority of the shares of Series A Preferred Stock outstanding, no more than 1,137,043 shares of Series A Preferred Stock shall be outstanding at any time. Set forth below is a statement of the preferences, limitations and relative rights of the Series A Preferred Stock. Unless otherwise indicated, all cross-references in each subdivision of this Article refer to other paragraphs in such subdivision.

4.1. Dividends. The holders of Series A Preferred Stock as a separate class shall be entitled to receive, when and as dividends are declared by the Board of Directors of the Corporation upon the Common Stock (whether such dividends shall be payable in cash, property, securities or otherwise), dividends at the rate determined in accordance with Section 4.5 as of the record date for

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such dividend, or if no record date is fixed, the date as of which the record holders of Common Stock entitled to such dividends is determined.

4.2. Series A Preferred Distributions. In addition to a ratable participation with holders of Common Stock as set forth in Article V, Section 4.1 above, and provided that the Series A Preferred Shareholders, in the aggregate, represent not less than 9% of 100% of the equity of the Corporation, the holders of Series A Preferred Shares shall be entitled to a preference in the distribution of the Corporation's assets (hereafter the "*Preferred Distribution(s)*") computed in the following manner:

(a) Until the value of Aggregate Shareholder Distributions reach Sixty Million Dollars and no cents (\$60,000,000.00), the holders of Series A Preferred Shares shall be entitled to receive a Preferred Distribution equal to Fifteen percent (15%) of the amount of Distributions Paid to Other Shareholders.

(b) In the event that the value of Aggregate Shareholder Distributions is between Sixty Million Dollars and no cents (\$60,000,000.00) but not more than One Hundred Fifty One Million Dollars and no cents (\$151,000,000.00), the holders of the Series A Preferred Shares shall be entitled to receive a Preferred Distribution which when added to the Aggregate Shareholder Distributions made to such shareholders ratably with the holders of Common Stock, shall equal to the sum of Thirteen Million Five Hundred Ninety Thousand Dollars and no cents (\$13,590,000.00). For purposes of clarity, once the holders of the Series A Preferred Shares have received one or more Preferred Distributions which, when added to all Aggregate Shareholder Distributions paid to the holders of the Series A Preferred Shares, equals Thirteen Million Five Hundred Ninety Thousand Dollars and no cents (\$13,590,000.00), no further Preferred Distributions or ratable participations with holders of Common Stock as set forth in Article V, Section 4.1 above, shall be due.

(c) In the event the Aggregate Shareholder Distributions equal or exceed One Hundred Fifty-One Million One Dollars and no cents (\$151,000,001.00), the holders of the Series A Preferred Shares shall not be entitled to receive a Preferred Distribution, but shall be entitled to a ratable participation with holders of Common Stock as set forth in Article V, Section 4.1 above.

(d) Notwithstanding the provisions of Article V, Section 4.2 (a) through (c) above, at such time as the aggregate stated par value plus paid-in surplus of all of the issued and outstanding stock of the Company shall exceed Fifteen Million Dollars and no cents (\$15,000,000.00) inclusive of any and all capital contributions to the Corporation, and provided such capitalization resulted in the ratable dilution of the ownership interests of the holders of the Series A Preferred Shares, the amount of Preferred Distributions, if any, to be paid to holders of Series A Preferred Shares shall be reduced in proportion to such dilution.

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4.3. Series A Director. Notwithstanding any provision of these Articles of Incorporation to the contrary, the holders of the Series A Preferred Stock shall be entitled to vote separately as a class for the election of one (1) member of the Corporation's Board of Directors by the holders of a majority of the outstanding shares of Series A Preferred Stock (the "*Series A Director*").

4.4. Definitions. As used in this Article V, the following words and phrases shall have the meanings set forth below:

"*Aggregate Shareholder Distributions*" means the aggregate of all Distributions to shareholders of the Corporation made after the Closing Date.

"*Class A Common Stock*" means the Corporation's Class A Common Stock, par value, \$0.01 per share and any securities issued in respect of such securities or into which such securities are converted or exchanged.

"*Class B Common Stock*" means the Corporation's Class B Common Stock, par value, \$0.01 per share and any securities issued in respect of such securities or into which such securities are converted or exchanged.

"*Common Stock*" means collectively, the Corporation's Class A Common Stock, the Corporation's Class B Common Stock and any capital stock of any class of the Corporation hereafter authorized which is not limited to a fixed sum or percentage of par value in respect of the rights of the holders thereof to participate in dividends or in the distribution of assets upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

"*Corporation*" has the meaning set forth in Article I hereof.

"*Distribution*" or "*Distributions*" means (1) any distribution by the Corporation to its shareholders which, when aggregated with all distributions of the Corporation to its shareholders within the trailing 12-month period, exceeds 6% of the statutory capital of the Corporation as of the beginning of such trailing 12-month period, and includes, without limitation, (i) distributions by the Corporation to its shareholders resulting from a sale of assets not in the ordinary course of business; (ii) distributions of securities of any entity into which the Corporation merges; and (iii) distribution of the net proceeds to any shareholder of the Corporation from redemptions or recapitalizations of the Corporation or any sales or other transfers of any equity securities of the Corporation to any person who is not previously a shareholder of the Corporation which, when aggregated with all related transactions exceeds One Million Dollars and no cents (\$1,000,000.00), and includes, without limitation, any sales proceeds received by shareholders of the Corporation from any public offering of stock of the Corporation. In the event that the proceeds of any distribution consists of securities which are registered under the Securities Act of 1933, the value of the distribution for purposes

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hereof will equal the average closing price for such securities for the date of the closing and the 5 trading days preceding and the 5 trading days after such closing. In the event that the proceeds of any Distribution consist of securities which are not publicly traded, the value of the distribution for purposes hereof shall be determined by a qualified investment banker, jointly engaged by the Corporation and the holders of the Series A Preferred Shares, whose opinion will be conclusive absent manifest error. Notwithstanding anything herein to the contrary, the term "Distribution" will not include payments to shareholders which are made in a capacity other than as a shareholder, including without limitation, fees for services rendered, interest on borrowed money and royalties for the use of intellectual property, provided that such payments are not in excess of similar payments among parties acting at arms' length. Without limitation of the foregoing, the term "Distribution" does not include payments to any Person who is a shareholder, or any affiliate such Person, for management Services pursuant to a management agreement between the Corporation and such Person, provided that the terms of the management agreement are fair and reasonable to the Corporation and the payments for management services are not in excess of payments for management services among parties acting at arms' length.

"Distributions Paid to Other Shareholders" or "DOS" means all Distributions other than those paid to the holders of the Series A Preferred Shares.

"FBCA" has the meaning set forth in the preamble to these Articles of Incorporation.

"Person" means an individual, a partnership, a corporation, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization and a governmental entity or any department, agency or political subdivision thereof.

"Series A Preferred Shares" means the Company's preferred stock, par value, \$0.01 per share, and any securities issued in respect of such securities or into which such securities are converted or exchanged.

"Securities Act" means the Securities Act of 1933, as amended.

4.5. Relationship Among Classes of Stock.

(a) Prior to the issuance of any Class B Shares for consideration of money paid or items and services purchased on behalf of or provided to the Company, subject to the Preferred Distributions, each Series A Preferred Share will have all of the rights and privileges of each Class A Share (including voting rights), and will participate ratably with the Class A Shares in any dividends, distributions or redemptions, in liquidation or otherwise.

(b) At such time as a total of 5,585,640 Class B Shares have been issued in consideration of money paid or items and services purchased or rendered on behalf of, or

provided to the Company at a subscription price not less than \$1.00 per share, subject to the Preferred Distributions set forth in these Amended and Restated Articles of Incorporation:

(i) the holders of Series A Preferred Shares in the aggregate will represent 9% of 100% of the Company's voting rights as a separate class and be entitled to 9% of 100% of any rights to the Company's dividends, distributions, or redemptions, in liquidation or otherwise paid to all of the shareholders of the Company;

(ii) the holders of Class A Shares in the aggregate will represent 82.06% of 100% of the Company's voting rights as a separate class and be entitled to 82.06% of 100% of any rights to the Company's dividends, distributions, or redemptions, in liquidation or otherwise paid to all of the shareholders of the Company; and,

(iii) the holders of Class B Shares in the aggregate will represent 8.94% of 100% of the Company's voting rights as a separate class and be entitled to 8.94% of 100% of any rights to the Company's dividends, distributions, or redemptions, in liquidation or otherwise paid to all of the shareholders of the Company.

(c) The Series A Preferred Shares shall continue to represent 9% of 100% of the Company's voting rights as a separate class and be entitled to 9% of 100% of any rights to the Company's dividends, distributions, or redemptions, in liquidation or otherwise paid to all of the shareholders of the Company until a total of 12,500,000 Class B Shares are issued and outstanding in consideration of money paid or items and services purchased or rendered on behalf of, or provided to the Company at a subscription price not less than \$1.00 per share (hereafter, the "*Series A Preferred Ratable Dilution Threshold*").

(d) Until the Series A Preferred Ratable Dilution Threshold occurs, the issuance of Class B Shares by the Company shall dilute the interests of the holders of Class A Shares only. After the occurrence of the Series A Preferred Ratable Dilution Threshold, the issuance of Class B Shares shall dilute the interests of the holders of Class A Shares and Series A Preferred shares in proportion to each such shareholder's respective interest; provided, that in no event shall the voting rights and rights to the Company's dividends, distributions, or redemptions, in liquidation or otherwise paid to all of the shareholders of the Company of the Class A Shares be less than 51% of the aggregate voting rights and distribution rights of all classes of Company stock.

(e) The holders of Series A Preferred Shares shall have the right (but not the obligation) to purchase such additional Shares of any further issuances of Class B Shares

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or any succeeding class of Shares so as to maintain 9% of 100% of the Company's voting rights and 9% of 100% of any rights to the Company's dividends, distributions or redemptions, in liquidation or otherwise paid to all of the shareholders of the Company (the "*Series A Preemptive Rights*"); provided, that in the event that any or all of the Class B Shares are issued at a price of more or less than \$1.00 per Share, the total number of Class B Shares needed to trigger the dilution of Series A Preferred Shares in the manner set forth in Section 4.5 (b) and Section 4.5 (c) above shall be subject to proportional adjustment.

(f) Of the 27,500,000 authorized Class B Shares, the issuance by the Company of up to 2,500,000 Class B Shares shall be restricted as follows:

(i) First, the restricted Class B Shares may be issued to the holders of Series A Preferred Shares upon the exercise of their respective preemptive rights pursuant to Section 4.5(e) above such that the dilutive effect on the voting rights and distribution rights of the Series A Preferred Shares resulting from the exercise of the Series A Preemptive Rights accrues to the benefit of the holders of the Class B Shares as a class;

(ii) Second, to the extent that the holders of Series A Preferred Shares do not exercise their Series A Preemptive Rights, any available restricted Class B Shares may be issued by the Company in performance of its obligations to the holders of Warrants and Options; and

(iii) Third, to the extent that any restricted Class B Shares are not issued pursuant to (i) or (ii) above, such Class B Shares may be issued by the Board of Directors pursuant to the terms of these Amended and Restated Articles or as permitted by law;

provided, that in no event shall the issuance of Class B Shares pursuant to this Section 4.5(f) result in the dilution of the voting rights or rights to the Company's dividends, distributions, or redemptions, in liquidation or otherwise paid to all of the shareholders of the Company of the holders of the Class A Shares below 51%.

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ARTICLE VI MANAGEMENT OF CORPORATION; BYLAWS

Except as otherwise expressly provided in these Articles of Incorporation for the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the directors and stockholders of the Corporation, it is further provided: (1) the management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors which shall have such number of members as may be provided in the Bylaws of the Corporation and (2) the power to adopt, alter, amend, repeal, or rescind any provisions of the Bylaws of the Corporation may be exercised by the Board of Directors by the vote of at least a majority of the total number of directors.

ARTICLE VII SPECIAL MEETINGS OF STOCKHOLDERS

Special meetings of holders of all voting shares of capital stock, or, as the case may be, such holders of one class or certain classes of stock entitled to vote with respect to the business to be transacted at the special meeting, shall be called by the Chairman of the Board of Directors or the Secretary at the request of stockholders only if the holders of shares representing not less than 50 percent of the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Secretary one or more written demands for a special meeting describing the purpose or purposes of which it is to be held.

ARTICLE VIII LIABILITY OF DIRECTORS

To the fullest extent permitted by the laws of the State of Florida, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same may hereafter be amended or supplemented, or (iv) for any transaction from which the director derived an improper personal benefit. If the laws of the State of Florida are amended after the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent so permitted. Any amendment, modification or repeal of this Article VIII shall not adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, modification or repeal.

ARTICLE IX

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INDEMNIFICATION

Each person who is or was a director, officer, employee, or agent of the Corporation, and each such person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans maintained or sponsored by the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the fullest extent permitted from time to time by the laws of the State of Florida or any other applicable laws as presently or hereafter in effect. The Corporation shall advance the expenses incurred by any of the foregoing persons in defending actions against them to the full extent permitted by applicable law. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided by this Article IX. Any amendment, modification or repeal of this Article IX shall not adversely affect any right or protection existing hereunder at the time of such amendment, modification or repeal.

ARTICLE X AMENDMENT

Subject to the express provisions of these Amended and Restated Articles of Incorporation, any of the provisions contained herein may be altered, amended, repealed, or rescinded, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted, in the manner or at the time prescribed by such laws, and all rights at any time conferred upon the stockholders of the Corporation by these Amended and Restated Articles of Incorporation are granted subject to the provisions of this Article X.

IN WITNESS WHEREOF, the undersigned does hereby execute these Amended and Restated Articles of Incorporation, and does hereby acknowledge that this instrument constitutes his act and deed and that the facts stated herein are true.

Date: ~~October~~ 10, 2007
November

MD MEDICARE CHOICE, INC.

By:

Name:

Title: President

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, named as the registered agent in Article II of these Amended and Restated Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

Date: 11-9-07

Anthony LiCausi
Registered Agent

Anthony LiCausi
Vice President

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