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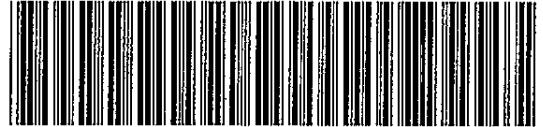
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**EFFECTIVE DATE**  
**04/25/2005**

**FILED**  
**05 APR 27 AM 9:08**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

MAY 02 2005

EFFECTIVE DATE

04/25/2005

FILED

ARTICLES OF INCORPORATION

05 APR 27 AM 9:08

OF

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RIGHT CHOICE INSURANCE SERVICES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name and Principal Place of Business

The name of the corporation is RIGHT CHOICE INSURANCE SERVICES, INC.

The corporation's initial principal place of business shall be 8900 S.W. 107<sup>TH</sup> Avenue, Suite 311, Miami, Florida 33176.

Article II

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

Article III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

Mailing Address

The initial mailing address of the corporation is 8900 S.W. 107<sup>TH</sup> Avenue, Suite 311, Miami, Florida 33176.

## Article V

### Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock each having \$1.00 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

## Article VI

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8900 S.W. 107<sup>TH</sup> Avenue, Suite 311, Miami, Florida 33176, and the name of the initial registered agent of this corporation at that address is FRANCIS OVIEDO.

## Article VII

### Directors

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the member of the first board of directors of the corporation is:

<u>Name</u>	<u>Street Address</u>
FRANCIS OVIEDO	8900 S.W. 107 <sup>TH</sup> Avenue Suite 311 Miami, Florida 33176
JACQUELINE A. PEREZ	8900 S.W. 107 <sup>TH</sup> Avenue Suite 311 Miami, Florida 33176

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the

corporation in any other capacity and receive compensation therefor in any form.

#### Article VIII

##### Indemnification

The Corporation shall indemnify to the full extent permitted under and in accordance with the laws of the State of Florida any person made or threatened to be made a party to an action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his heirs, executors and assigns is or was a director, officer, employee or agent of the Corporation or is or was serving, at the request of the Corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

#### Article IX

##### Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### Article X

##### Incorporator

The name and street address of the incorporator of this corporation is:

BARBARA PEREZ  
150 West Flagler Street  
Suite 2700  
Miami, Florida 33130

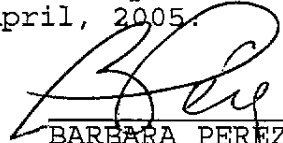
#### Article XI

##### Amendment

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

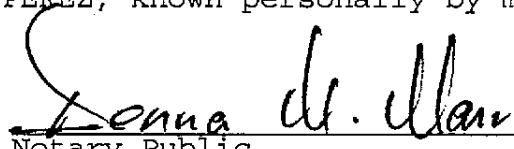
reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on this 25th day of April, 2005.

  
\_\_\_\_\_  
BARBARA PEREZ

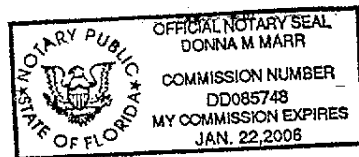
STATE OF FLORIDA     )  
                              ) ss.:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me on April 25, 2005 by BARBARA PEREZ, known personally by me.

  
\_\_\_\_\_  
Notary Public,  
State of Florida at Large  
Name:

My Commission Expires:

1-22-06



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

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

RIGHT CHOICE INSURANCE SERVICES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Coral Gables, State of Florida, has named FRANCIS OVIEDO, located at 8900 S.W. 107<sup>TH</sup> Avenue, Suite 311, Miami, Florida 33176, as its agent to accept service of process within Florida.




BARBARA PEREZ, Incorporator

Dated: April 25<sup>th</sup>, 2005

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.

By:

  
FRANCIS OVIEDO,  
Registered Agent

Dated: April 25<sup>th</sup>, 2005