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SECRETARY OF STATE

OL PM 1: OK

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED

05 MAY 24 PM 1:25

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

Elder Health Prescription Drug Plan, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is: 3601 O'Donnell Street
Baltimore, MD 21224

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Elder Health Prescription Drug Plan, Inc. has been formed for the management and administration of prescription drug benefits for seniors in the State of Florida under the Medicare Part D program.

ARTICLE IV SHARES

The number of shares of stock is:

1 shares (wholly owned subsidiary of Elder Health, Inc.)

ARTICLE Y INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Michael R. Steele, Chairman, 3601 O'Donnell Street, Baltimore, MD 21224
Frances A Woodward, Secretary, 3601 O'Donnell Street, Baltimore, MD 21224
Jason H. Feuerman, Member at Large, 3601 O'Donnell Street, Baltimore, MD 21224
Thomas B. Rim, Member At Large, 3601 O'Donnell Street, Baltimore, MD 21224

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Thomas B. Rim 3601 O'Donnell Street Baltimore, MD 21224

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Coming Bryan Connie Bryan Special 5/24/05
Signature/Registered Agent Asst. Sec. Date

5/23/05

Signature/Incorporator

Thomas B. Rim

FL001 - 08/02/2004 C T System Online