

JUL 8 3 3 BUSH ROSS P.A. N. 1753 Page 1 of 1
P05000096675

Florida Department of State
Division of Corporations
Public Access System

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To: Division of Corporations
Fax Number : (850)205-0381

From: **BARB ROWE**
Account Name : BUSH ROSS, P.A.
Account Number : I19990000150
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Fax Number : (813)223-9620

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JUL -8 AM 11:40

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FLORIDA PROFIT CORPORATION OR P.A.

AVALON HEALTHCARE, INC.

Certificate of Status	1
Certified Copy	2
Page Count	14
Estimated Charge	\$96.25

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JUL 8 2005 3:14PM

BUSH ROSS P A

NO. 1763 P. 2

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APPROVED

ARTICLES OF INCORPORATION

OF

AVALON HEALTHCARE, INC.

Recorded by: CDM

The undersigned, being natural persons over the age of 18 years, citizens of the United States of America, and competent to contract, hereby form a stock insurer corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME AND PRINCIPAL OFFICE

The name of this corporation is AVALON HEALTHCARE, INC. (the "Corporation") and its principal office and mailing address is 13719 Chestersall Drive, in the City of Tampa, County of Hillsborough, Florida 33624.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation shall commence its existence upon the filing of these Articles of Incorporation with the Florida Secretary of State and shall continue perpetually.

ARTICLE III

GENERAL NATURE OF BUSINESS

The purpose of this Corporation is to engage in every aspect of the health insurance business, as that term is defined in § 624.603, *Florida Statutes*, as amended from time to time, and to conduct such other business activities that are necessarily incidental to the health insurance business.

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ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of stock authorized to be issued by this Corporation shall be 10,000 shares of common stock, each with a par value of \$1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the Corporation upon liquidation or dissolution.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be 220 S. Franklin Street, Tampa, Florida 33602, and the initial registered agent of the Corporation at such address is Brent A. Jones.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of no less than five (5) directors. The number of directors may be increased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than five (5). The initial term of the directors shall be for a period of one (1) year. The manner of election of the directors of the Corporation shall be regulated by the Bylaws.

The names and residence street addresses of the initial directors of the Corporation, each of whom are citizens of the United States and over the age of 18, are:

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<u>Name</u>	<u>Address</u>
Charles T. O'Neill	13719 Chestersall Drive, Tampa, Florida 33624
Andrew B. Cassidy	13719 Chestersall Drive, Tampa, Florida 33624
Brett G. Baris	400 Madison Avenue, New York, New York 10017
Frederick S. Hammer	400 Madison Avenue, New York, New York 10017
Henry H. Neely	13719 Chestersall Drive, Tampa, Florida 33624

ARTICLE VII
INCORPORATOR

The names and residence street addresses of the incorporators, each of whom are citizens of the United States and over the age of 18, are:

<u>Name</u>	<u>Address</u>
Charles T. O'Neill	13719 Chestersall Drive, Tampa, Florida 33624
Andrew B. Cassidy	13719 Chestersall Drive, Tampa, Florida 33624
Brett G. Baris	400 Madison Avenue, New York, New York 10017
Frederick S. Hammer	400 Madison Avenue, New York, New York 10017
Henry H. Neely	13719 Chestersall Drive, Tampa, Florida 33624

ARTICLE VIII
BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation at the first meeting of the Board of Directors following the filing of these Articles of Incorporation.

The power to adopt, alter, amend or repeal Bylaws of this Corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the Bylaws of the Corporation.

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ARTICLE IX
INDEMNIFICATION

If the criteria set forth in §607.0850(1) or (2), *Florida Statutes*, as then in effect, have been met, then the Corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

ARTICLE X
AMENDMENT

The power to amend these Articles of Incorporation shall be vested in the shareholders in accordance with the Bylaws of the Corporation.

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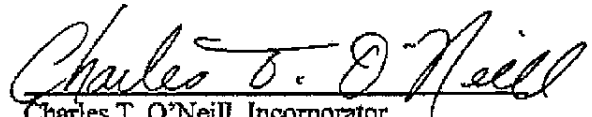
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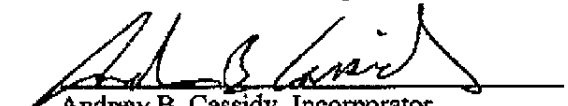
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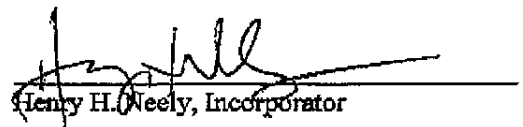
IN WITNESS WHEREOF, the undersigned have executed these Articles of
Incorporation this 21st day of ~~March~~^{June}, 2005.


Charles T. O'Neill, Incorporator


Andrew B. Cassidy, Incorporator

Brett G. Baris, Incorporator

Frederick S. Hammer, Incorporator


Henry H. Neely, Incorporator

JUL. 8. 2005 3:15PM BUSH ROSS P A
(((H05000165837 3)))

NO. 1763 P. 7

IN WITNESS WHEREOF, the undersigned have executed these Articles of
Incorporation this 7th day of ^{July}~~March~~, 2005.

Charles T. O'Neill, Incorporator

Andrew B. Cassidy, Incorporator

Brett Baris
Brett G. Baris, Incorporator

Frederick S. Hammer, Incorporator

Henry H. Neely, Incorporator

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NO. 1763 P. 8

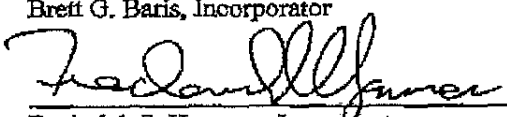
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IN WITNESS WHEREOF, the undersigned have executed these Articles of
Incorporation this 7th day of ^{July}~~March~~, 2005.

Charles T. O'Neill, Incorporator

Andrew B. Cassidy, Incorporator

Brett G. Baris, Incorporator



Frederick S. Hammer, Incorporator

Henry H. Neely, Incorporator

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(((H05000165837 3)))

STATE OF Florida
COUNTY OF St. Johns

The foregoing instrument was acknowledged before me this 29th day of ~~March~~ ^{June}, 2005, by Charles T. O'Neill, who is personally known to me OR produced a _____ Drivers License as identification.

K. Guidry
NOTARY PUBLICKatherine Guidry
Print Name of NotaryMy Commission Expires: May 7, 2006STATE OF Florida
COUNTY OF St. Johns

The foregoing instrument was acknowledged before me this 29th day of ~~March~~ ^{June}, 2005, by Andrew B. Cassidy, who is personally known to me OR produced a _____ Drivers License as identification.

K. Guidry
NOTARY PUBLICKatherine Guidry
Print Name of NotaryMy Commission Expires: May 7, 2006STATE OF Florida
COUNTY OF St. Johns

The foregoing instrument was acknowledged before me this 29th day of ~~March~~ ^{June}, 2005, by Henry H. Neely, who is personally known to me OR produced a _____ Drivers License as identification.

K. Guidry
NOTARY PUBLICKatherine Guidry
Print Name of NotaryMy Commission Expires: May 7, 2006

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BUSH ROSS P A

NO. 1763 P. 10

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STATE OF Florida
COUNTY OF St. Johns

The foregoing instrument was acknowledged before me this 7th day of July, 2005, by Brett G. Baris, who is personally known to me OR produced a New York Drivers License as identification. # 134 598204



Katherine Guidry
NOTARY PUBLIC

Katherine Guidry
Print Name of Notary

My Commission Expires: May 7, 2006

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of March, 2005, by Frederick S. Hammer, who is personally known to me OR produced a _____ Drivers License as identification.

NOTARY PUBLIC

Print Name of Notary

My Commission Expires: _____

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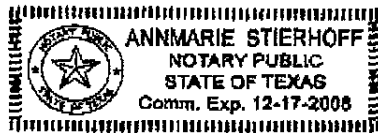
BUSH ROSS P A

NO. 1763 P. 11

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STATE OF TEXAS
COUNTY OF DALLAS

Frederick S. Hammer AS.
The foregoing instrument was acknowledged before me this 1 day of JULY, 2005, by Frederick S. Hammer, who is personally known to me OR produced a Florida Drivers License as identification.



Annmarie Stierhoff
NOTARY PUBLIC

ANNMARIE STIERHOFF
Print Name of Notary

My Commission Expires: 12-17-2008

STATE OF _____
COUNTY OF _____

Brett G. Davis
The foregoing instrument was acknowledged before me this _____ day of March, 2005, by Brett G. Davis, who is personally known to me OR produced a _____ Drivers License as identification.

NOTARY PUBLIC

Print Name of Notary

My Commission Expires:

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BUSH ROSS P A

NO. 1763 P. 12

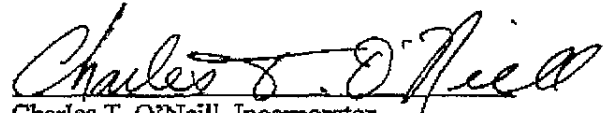
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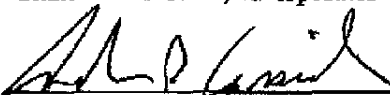
CERTIFICATE DESIGNATING

REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, AVALON HEALTHCARE, INC., desiring to organize under the laws of the State of Florida, hereby designates Brent A. Jones, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 S. Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

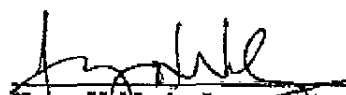
AVALON HEALTHCARE, INC.


Charles T. O'Neill, Incorporator


Andrew B. Cassidy, Incorporator

Brett G. Baris, Incorporator

Frederick S. Hammer, Incorporator


Henry H. Neely, Incorporator

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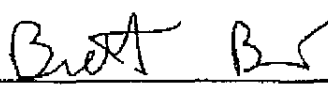
CERTIFICATE DESIGNATING
REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, AVALON HEALTHCARE, INC., desiring to organize under the laws of the State of Florida, hereby designates Brent A. Jones, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 S. Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

AVALON HEALTHCARE, INC.

Charles T. O'Neill, Incorporator

Andrew B. Cassidy, Incorporator



Brett G. Baris, Incorporator

Frederick S. Hammer, Incorporator

Henry H. Neely, Incorporator

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BUSH ROSS P A

NO. 1763 P. 14

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CERTIFICATE DESIGNATING

REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, AVALON HEALTHCARE, INC., desiring to organize under the laws of the State of Florida, hereby designates Brent A. Jones, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 S. Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

AVALON HEALTHCARE, INC.

Charles T. O'Neill, Incorporator

Andrew B. Cassidy, Incorporator

Brett G. Baris, Incorporator



Frederick S. Hammer, Incorporator

Henry H. Neely, Incorporator

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ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named Corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.


Brent A. Jones

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TALLAHASSEE, FLORIDA

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