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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Medica Health Plans of Florida,
(Corporation Name) (Document #)

2. Incorporated
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF MEDICA HEALTH PLANS OF FLORIDA, INCORPORATED**

Pursuant to Section 607 of the Business Corporation Act of the State of Florida, the undersigned, being the Sole Incorporator of MEDICA HEALTH PLANS OF FLORIDA, INCORPORATED (hereinafter the "Corporation"), a Florida corporation, does hereby certify:

These Articles of Incorporation were adopted by the Board of Directors of the Corporation as of August 25, 2005.

**ARTICLE I
NAME**

The name of the Corporation is MEDICA HEALTH PLANS OF FLORIDA, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

4000 Ponce De Leon Boulevard
Suite 650
Coral Gables, FL 33146

**ARTICLE III
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
SHARES**

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Million (100,000,000) shares, \$0.0001 par value per share (the "Common Stock").

(A) Common Stock. Each share of Common Stock issued and outstanding shall have one vote upon matters submitted to the common stock holders for a vote.

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ARTICLE VI
ACTIONS BY SHAREHOLDERS

Any action required or permitted to be taken by the stockholders of the Corporation may be effected by any consent in writing by such holders.

ARTICLE VII
DIRECTORS

The business and affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

(a) The number of the directors of Corporation shall be not more than nine (9) nor less than five (5) as such number is fixed in accordance with the by-laws.

(b) Advance notice of stockholder nominations for the election of directors shall be given in the manner provided in the by-laws of the Corporation. Election of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

(c) Subject to the provisions of any agreement among the shareholders of the Corporation, newly created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

(d) To the fullest extent permitted by the Florida law, 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. Any repeal or modification of this paragraph shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: 4000 Ponce De Leon Boulevard, Suite 650, Coral Gables, Florida 33146. The name of the Corporation's registered agent at that office is: Martiniano Perez.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

The foregoing amendment was adopted by all of the Directors of the Corporation pursuant to section 607 of the Florida Business Corporation Act effective as of August 25, 2005. Therefore, a unanimous consent of the directors for the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of August, 2005.



Martiniano Perez
Vice President & Chief Financial Officer

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of MEDICA HEALTH PLANS OF FLORIDA, INC., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 30 day of AUGUST, 2005.



Martiniano Perez
Registered Agent

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