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Florida Department of State  
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CINCO Insurance Company

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P.02

ARTICLES OF INCORPORATION  
OF  
CINCO INSURANCE COMPANY

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as the incorporators, adopt these Articles of Incorporation and form a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.

Name

The name of the Corporation is CINCO Insurance Company.

II.

Term of Existence

The date when corporate existence will commence is March 17, 2006 in accordance with Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

III.

Kinds of Insurance

The Corporation is organized to provide Medicare fee-for-service insurance.

IV.

Principal Office

The principal office and mailing address of the Corporation is 5420 Bay Center Drive, Suite 250, Tampa, in Hillsborough County, Florida 33609.

V.

Capital Stock

The Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

VI.

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 101 East Kennedy Boulevard, Suite 2000, Tampa, in Hillsborough County, Florida 33602 and the name of its initial registered agent at such address is Andrew L. McIntosh.

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**VII.**  
**Directors**

The Corporation will have 5 directors initially. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but the Corporation will always have at least 5 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Dr. Nandkishore Ranadive	9213 Bentley Park Circle Orlando, FL 32819
Bruce Carpenter	11601 4 <sup>th</sup> Street North St. Petersburg, FL 33716
Jean McDade	391 Violet Dell Drive Casselberry, FL 32727
Larry Smith	1001 Dishmen Loop Oviedo, FL 32765
Dr. Rob Ailes	16839 Nikki Lane Odessa, FL 33556

**VIII.**  
**Incorporator**

The names and addresses of the incorporators signing these Articles of Incorporation are:

<u>Name</u>	<u>Residential Address</u>
Dr. Nandkishore Ranadive	9213 Bentley Park Circle Orlando, FL 32819
Bruce Carpenter	11601 4 <sup>th</sup> Street North St. Petersburg, FL 33716
Jean McDade	391 Violet Dell Drive Casselberry, FL 32727
Larry Smith	1001 Dishmen Loop Oviedo, FL 32765

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NameResidential Address

Dr. Rob Ailes

16839 Nikki Lane  
Odessa, FL 33556

## IX.

Affiliated Transactions

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

## X.

Control Share Acquisitions

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

## XI.

Domestic Stock Insurer

The Company shall be governed by the requirements of and subject to the provisions of Chapter 628, Florida Statutes, as applicable to domestic stock insurers.

## XII.

Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

## XIII.

Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

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**XIV.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on March 17, 2006.

[Signature]  
Nandor R. Ranaivosoa, M.D., Incorporator

[Signature]  
Bruce Carpenter, Incorporator

[Signature]  
Jean McQuade, Incorporator

[Signature]  
Larry Smith, Incorporator

[Signature]  
Rob Allen, M.D., Incorporator

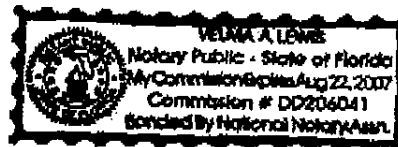
STATE OF Florida  
CITY/COUNTY OF Hillsborough } ss:

I HEREBY CERTIFY that on this 17<sup>th</sup> day of March, 2006, before me, the undersigned officer, personally appeared Dr. Robert Allen, known to me (or satisfactorily proven) to be the person whose name is subscribed to herein and acknowledged that he/she executed the same for the purposes therein contained.

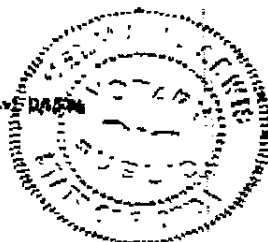
IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.

[Signature]  
Notary Public

My Commission expires \_\_\_\_\_



JAMPOCRES/DEL-DASH



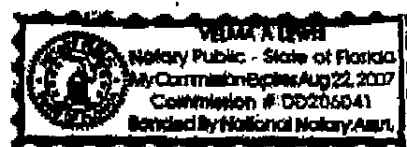
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STATE OF Florida }  
CITY/COUNTY OF Hillsborough } SS:

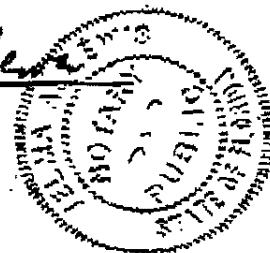
I HEREBY CERTIFY that on this 17<sup>th</sup> day of March, 2006, before me, the undersigned officer, personally appeared Wendy Sharon Agnaffin, known to me (or satisfactorily proven) to be the person whose name is subscribed to herein and acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.



My Commission expires: \_\_\_\_\_

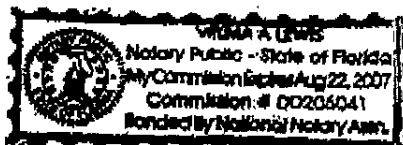
Velma A. Lewis  
Notary Public



STATE OF Florida }  
CITY/COUNTY OF Hillsborough } SS:

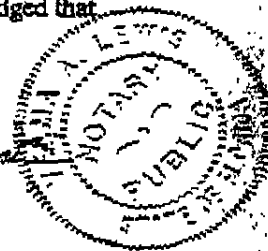
I HEREBY CERTIFY that on this 17<sup>th</sup> day of March, 2006, before me, the undersigned officer, personally appeared Bruce L. Carpenter, known to me (or satisfactorily proven) to be the person whose name is subscribed to herein and acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.



My Commission expires: \_\_\_\_\_

Velma A. Lewis  
Notary Public



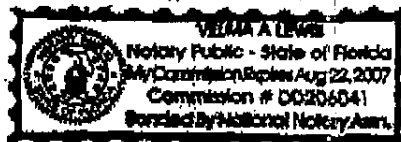
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STATE OF Florida )  
CITY/COUNTY OF Hillsborough ) SS:

I HEREBY CERTIFY that on this 17<sup>th</sup> day of March, 2006, before me, the undersigned officer, personally appeared Jean McBride, known to me (or satisfactorily proven) to be the person whose name is subscribed to herein and acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.



Velma A. Lewis  
Notary Public

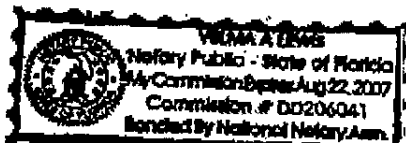


My Commission expires: \_\_\_\_\_

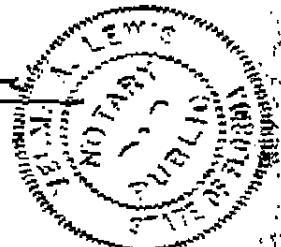
STATE OF Florida )  
CITY/COUNTY OF Hillsborough ) SS:

I HEREBY CERTIFY that on this 17<sup>th</sup> day of March, 2006, before me, the undersigned officer, personally appeared Larry Smith, known to me (or satisfactorily proven) to be the person whose name is subscribed to herein and acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.



Velma A. Lewis  
Notary Public

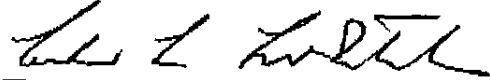


My Commission expires: \_\_\_\_\_

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**ACCEPTANCE BY REGISTERED AGENT**

I accept the appointment as Registered Agent of the Corporation to accept service of process on its behalf, at the place designated in these Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: March 17, 2006.Print Name: Andrew L. McIntosh

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