

Florida Department of State  
Division of Corporations  
Public Access System

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H07000200650 3)))



H070002006503ABCU

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

## To:

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

## From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5926

RECEIVED  
FIDELITY & SECURITY  
CORPORATION OF FLA.  
07 AUG -8 AM 11:25

FILED

## FLORIDA PROFIT/NON PROFIT CORPORATION

Ameribridge, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

KS  
6/9/07

FILED

07 AUG -8 AM 11: 25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR  
AMERIBRIDGE, INC.**

In compliance with Chapter 607 of the Florida Statutes, the undersigned Incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

**Article I**

The name of the corporation shall be AMERIBRIDGE, Inc.

**Article II**

The principal place of business address is:

4425 Corporation Lane  
Virginia Beach, VA 23462

The principal mailing address is:

4425 Corporation Lane  
Virginia Beach, VA 23462

**Article III**

The purpose for which the corporation is organized is to operate as an indemnity insurer and to provide all services allowed under Florida law that are not inconsistent therewith.

**Article IV**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
1,000	\$0.01	Common

**Article V**

Special meeting of the shareholders, for any purpose or purposes, may unless otherwise prescribed by statute or by these Articles of Incorporation, be called by the board of directors or the president and shall be called by the president or secretary at the request in writing of a majority of the board of directors, or at the request in writing of shareholders owning not less than one-fifth in amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the

proposed meeting. Business transacted at any special meeting shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

#### Article VI

The name and Florida street address of the registered agent are:

CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

#### Article VII

To the fullest extent permitted by these Articles of Incorporation and applicable law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was director, officer, employee or agent of the corporation (including its employee benefit plans), against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action proceedings, had no reasonable cause to believe his conduct was unlawful.

#### Article VIII

The name and address of the Incorporator is:

Nicholas J. Pace  
c/o AMERIGROUP Corporation  
4425 Corporation Lane  
Virginia Beach, VA 23462

#### Article IX

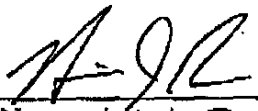
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CT CORPORATION SYSTEM

By: J. B. Argao Judith B. Argao  
Name: Asst. Secretary & V. President  
Title: Registered Agent

Date: 8/8/07

FILED  
07 AUG -8 AM 11:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By:   
Name: Nicholas J. Powell  
Title: Incorporator

Date: August 6, 2007

FILED

07 AUG - 8 AM 11:25

SECRETARY OF STATE  
HALLMARKS, LLC