

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0193 FAX

CSC networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

P95000005019

800-342-8086

95 JAN 19 PM 4:13

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 527614 6441A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : January 19, 1995

ORDER TIME : 3:29 PM

ORDER NO. : 527614

CUSTOMER NO: 6441A

500001384825

CUSTOMER: Joan Kelly, Legal Asst
FLEMING O'BRYAN & FLEMING

Suite 1700
500 East Broward Boulevard
Fort Lauderdale, FL 33394

DOMESTIC FILING

P95000005019

NAME: THE NATIONS HEALTH PLAN, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

PM

1-20-95
02/A

FILED
95 JAN 19 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE NATIONS HEALTH PLAN, INC.

FILED
95 JAN 19 AM 8-27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE NATIONS HEALTH PLAN, INC.

The address of the principal office of this corporation shall be 3706 North Ocean Boulevard, Suite 220, Ft. Lauderdale, Florida 33308, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 25,000,000 shares of common stock having \$.00004 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Information Services, Inc., has hereunto set
their hand and seal of Corporation Information Services,
Inc., on January 19, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: *Gail Shelby*
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

By: *Gail Shelby*
Its Agent, Gail Shelby

CJD/dks

P 95000005019

Document Number Only

FILED
96 APR 19 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100001787021
-04/19/96--01032--012
*****35.00 *****35.00

CT CORPORATION SYSTEM			
Requestor's Name			
660 EAST JEFFERSON STREET			
Address			
TALLAHASSEE	FL	32301	222-1092
City	State	Zip	Phone

CORPORATION(S) NAME

The Nations Health Plan, Inc.	
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<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input checked="" type="checkbox"/> Change of R.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious name Filing
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> CUS	<input type="checkbox"/> CUS
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Pick Up	<input type="checkbox"/> Pick Up
<input checked="" type="checkbox"/> Walk In		
<input type="checkbox"/> Mail Out		

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

4/19/96

PLEASE RETURN EXTRA COPIES
FILE STAMPED

RA chg
4/22



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 19, 1996

CT CORPORATION SYSTEM

TALLAHASSEE, FL 32301

SUBJECT: THE NATIONS HEALTH PLAN, INC.
Ref. Number: P95000005019

We have received your document for THE NATIONS HEALTH PLAN, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

The document must contain the name and capacity of the person signing on behalf of the new registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 896A00018478

WALK-IN
PICK-UP
4/22/96

05 APR 22 PM 12:31
DIVISION OF CORPORATIONS

Florida Department of State, Jim Smith, Secretary of State**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: the Nations Health Plan, Inc.

1b. Date of Incorporation 1/19/95 Document number 55000005019

2. The name and address of the current registered agent and office:

Corporation Information Services Inc.

1201 Hays St., Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

A. Clark Waid, III
SIGNATURE

April 10, 1996

DATE

A. Clark Waid, III, Secretary
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

C T CORPORATION SYSTEM

SIGNATURE BY: Jeffrey H. Terry, Asst. Secy.
(Registered Agent)

DATE Jeffrey H. Terry

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

FILING FEE: \$35.00

1996 - 2194 - 2/1/021

TOTAL P.02