

99500009679

SECURITY HEALTH PLAN OF FLORIDA, INC.
6461 Sunset Drive
South Miami, Florida 33143

January 31, 1995

Division of Corporations
c/o Terri Buckley
409 East Gaines Street
Tallahassee, Florida 32399

FILED
55 FEB -6 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Security Health Plan of Florida, Inc.

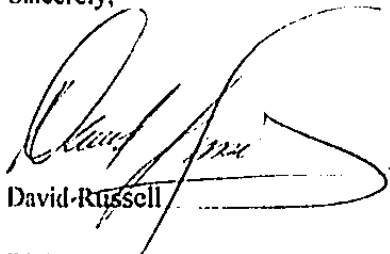
Enclosed please find two copies of executed Articles of Incorporation for Security Health Plan of Florida, Inc.


In addition, please find check in the amount of \$122.50 which should cover the appropriate filing fee.

Thank you in advance for the processing of these documents.

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-02/09/95--01043--000
+++122.50+++122.50

Sincerely,


David Russell
DR/tsr

2/6/95


ARTICLES OF INCORPORATION
OF
SECURITY HEALTH PLAN OF FLORIDA, INC.

ARTICLE I - NAME

The name of the corporation is Security Health Plan of Florida, Inc. (hereinafter called the "Corporation").

ARTICLE II - EFFECTIVE DATE

The effective date of these Articles of Incorporation of the Corporation is
January 31st, 1995.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful
business for corporations organized under The Florida Business Corporation
Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority
to issue is 1000 shares of Common Stock, par value \$.01 per share.

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ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 6461 Sunset Drive, South Miami, Florida 33143; and the name of the initial registered agent of the Corporation at that address is David Russell.

ARTICLE VI - INITIAL PRINCIPAL OFFICE

The address of the principal office and mailing address of the Corporation is 6461 Sunset Drive, South Miami, Florida 33143.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

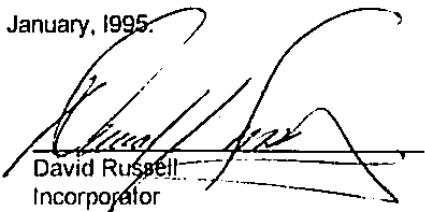
David Russell
6461 Sunset Drive
South Miami, Florida 33143

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The name and address of the person signing these Articles of Incorporation is:

David Russell
6461 Sunset Drive
South Miami, Florida 33143

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31st day January, 1995.



David Russell
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E T H:

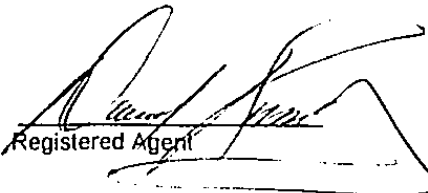
That Security Health Plan of Florida, Inc. desiring to organize under the laws of the State of Florida, has named David Russell, located at 6461 Sunset Drive, South Miami, Florida 33143, as its agent to accept service or process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 31st day of January, 1995.

DAVID RUSSELL


Registered Agent