

P95000037165

EDWARD H. COHEN
OF THE FIRM
PALLAN GOLD (RETIRED)
MICHAEL E. KOTLER
ALAN H. SCHWARTZ
HOWARD M. ZAKARIN

* ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

NEW YORK OFFICE
1120 NORTH END AVE
MANHATTAN, NEW YORK 10036

BOCA RATON (407) 361-9600
WEST PALM BEACH (407) 844-4080
FT. LAUDERDALE (305) 922-0030
FAX (407) 361-0770

May 4, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

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-05/09/95--01024--002
****122.50 ****122.50

RE: M.V.P. MARKETING, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Designation of Registered Agent for M.V.P. MARKETING, INC. for filing. Also enclosed is our firm's check in the sum of \$122.50 in payment of the following costs:

Filing Fee:	\$ 35.00
Certified Copy:	52.50
Certificate of Registered Agent:	35.00

Total

\$122.50

=====

Kindly file the Articles of Incorporation and Designation of Registered Agent and return a conformed copy to the undersigned.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER,

By: Cheryl R. Clare
Cheryl R. Clare
Legal Assistant

/erc
Enclosures

VERNACE\SEC-ST.LTR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

M.V.P. MARKETING, INC.

ARTICLE I

NAME

The name of this corporation is

M.V.P. MARKETING, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To market health insurance.
2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.

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TALLAHASSEE, FLORIDA

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2080-A Linton Lake Drive, Delray Beach Florida 33445. The initial registered agent of this corporation is VINCENT VERNACE with his address at 2080-A Linton Lake Drive, Delray Beach, Florida 33445. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

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ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

VINCENT VERNACE 2080-A Linton Lake Drive
Delray Beach, Florida 33445

DIANE MAXAKOULIS 5104 Coronado Ridge
Boca Raton, Florida 33468

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII

INCORPORATOR

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

VINCENT VERNACE
2080-A Linton Lake Drive
Delray Beach, Florida 33445

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of April, 1995.

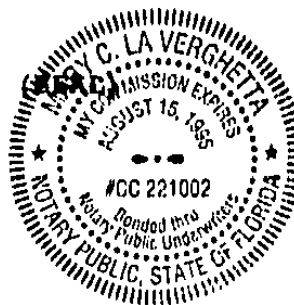
Vincent Vernace
VINCENT VERNACE

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 25th day of April, 1995, by VINCENT VERNACE, who is personally known to me (or who has produced FL. DRIVERS LICENCE as identification) and who did take an oath.

Mary C. LaVerghetta
Print Name: MARY C. LAVERGHETTA
Notary Public, State of Florida

VENNACE\MVP-ART.CRT



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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That M.V.P. MARKETING, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Delray Beach, County of Palm Beach, State of Florida has named VINCENT VERNACE, located at 2080-A Linton Lake Drive, Delray Beach, Florida 33445, its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

Vincent Vernace

VINCENT VERNACE

(Registered Agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED