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STATEWIDE HEALTH PLAN ADMINISTRATORS, INC
6461 Sunset Drive
South Miami, Florida 33143

400001545394
-07/25/95--01065--008
****122.50 ****122.50

July 19, 1995

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

Re: Statewide Health Plan Administrators, Inc.

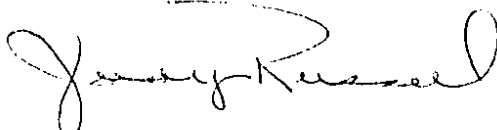
Dear Ms. Buckley:

Enclosed please find two copies of executed Articles of Incorporation for Statewide Health Plan Administrators, Inc.

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

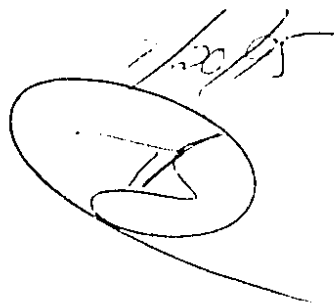
Thankyou in advance for the processing of these documents.

Sincerely,



Judy Russell

JR/tsr



**ARTICLES OF INCORPORATION
OF
STATEWIDE HEALTH PLAN ADMINISTRATORS, INC.**

ARTICLE I. - NAME

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

ARTICLE II. - EFFECTIVE DATE

The effective date of these Articles of Incorporation of the Corporation is July 19th, 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 100,000 shares of Common Stock, par value \$.10 per share.

ARTICLE V - 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 Judy 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:


Judy 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:

Judy Russell
6461 Sunset Drive
South Miami, Florida 33143

IN WITNESS WHEREOF, the undersigned Incorporator has executed
these Articles of Incorporation this 19th day July, 1996.


Jody Russell
Incorporator

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

WITNESSETH:


That Statewide Health Plan Administrators, Inc. desiring to organize under the laws of the State of Florida, has named Judy 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 19th day of July, 1995.

Judy Russell


Registered Agent