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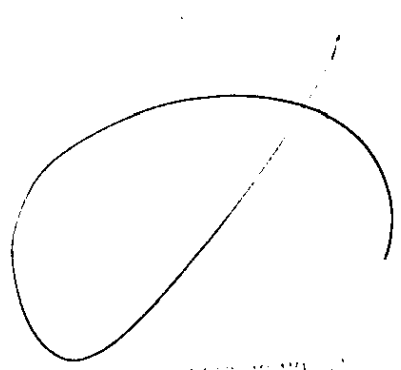
9/18/95 10:13 AM
TO: DIVISION OF CORPORATIONS
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
FROM: ADORNO & ZEDER, P.A.
2601 W. BAYSHORE DR.
SUITE 1600
MIAMI FL 33133-302-
CONTACT: JUSTIN T WILSON
PHONE: (305) 860-7098
FAX: (305) 858-4777
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: HEALTHPLANS OF AMERICA, INC.
FAX AUDIT NUMBER: H95000010391
DATE REQUESTED: 09/18/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 2
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:13:10
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 0721000000120

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 9/19

95 SEP 18 PM 4:26
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H95000010391

ARTICLES OF INCORPORATION
of
HEALTHPLANS OF AMERICA, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. NAME

The name of this corporation is HEALTHPLANS OF AMERICA, INC. (the "Corporation").

ARTICLE II. - MAILING ADDRESS

The mailing address of the Corporation is:

9350 South Dixie Highway
Suite 1220
Miami, Florida 33156

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$.01 per share.


ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT

The initial registered office of this Corporation shall be at 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133 and the initial registered agent of this Corporation at such office shall be Richard M. Spector, Esq.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Richard M. Spector, Esq., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on September 18, 1995.


Richard M. Spector, Esq.,
Incorporator

This instrument prepared by:
Richard M. Spector
2601 S. Bayshore Drive - #1600
Miami, Florida 33133
(305) 858-2555
Florida Bar No. 394815

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TALLAHASSEE, FLORIDA

H95000010391

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT


1. The name of the Corporation is:

HEALTHPLANS OF AMERICA, INC.

2. The name and address of the registered agent and the registered office is: Richard M. Spector, Esq., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of HEALTHPLANS AMERICA, INC., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: September 18, 1995


Richard M. Spector, Esq.,
Registered Agent

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TALLAHASSEE, FLORIDA

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1/26/96
3:42 PM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ADORNO & ZEDER, P.A.

DEPARTMENT OF STATE

2601 S BAYSHORE DR

STATE OF FLORIDA

SUITE 1600

409 EAST GAINES STREET

MIAMI FL 33133-

7-0000

TALEAHASSEE, FL 32399

CONTACT: JUSTIN T WILSON

FAX: (904) 922-4000

PHONE: (305) 860-7098

FAX: (305) 858-4777

((H96000001333))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: HEALTHPLANS OF AMERICA, INC.

FAX AUDIT NUMBER: H96000001333

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/26/1996

TIME REQUESTED: 15:42:04

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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ACCOUNT NUMBER:

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((H96000001333))

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Gander*

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JAN 29 1996
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JAN 29 AM 7:55
JAN 29 1996

SENT BY

1-26-96 4:18PM

ADORNO ZEDER

1 / 4

ADORNO & ZEDER, P.A.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133

(305) 858-5555

Facsimile (305) 858-4777

January 26, 1996

Please deliver the following page(s) to:

NAME: **ELECTRONIC FILING**

AT: **DIVISION OF CORPORATIONS**

TELECOPIER NO. **(904) 322-4000**

CONFIRMATION NO. **(904) 487-6900**

FROM: **Justin T. Wilson (305) 860-7098**

FAX NO. (305) 858-4777

COMMENTS: **PLEASE FILE ARTICLES OF AMENDMENT**

TOTAL NUMBER OF PAGES, INCLUDING COVER LETTER: 4

A&Z REFERENCE No.: 12207.001

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SENT BY:

1-26-96 : 4:19PM :

ADORNO ZEDER

H9600001333 # 3/ 4

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HEALTHPLANS OF AMERICA, INC.

FILED
JUN 29 10:37
CLERK OF COURT
JUL 1 1996

The undersigned, Chief Executive Officer of HEALTHPLANS OF AMERICA, INC., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the Corporation is HEALTHPLANS OF AMERICA, INC.
2. The following provisions of the Articles of Incorporation of the Corporation be and they hereby are amended in the following particulars:

Article II be and it hereby is amended in its entirety to read as follows:

ARTICLE II - ADDRESS

The principal business address of the Corporation is:

405 Douglas Avenue
Suite 2305
Altamonte Springs, Florida 32714

The mailing address of the Corporation is:

9350 South Dixie Highway
Suite 1220
Miami, Florida 33156

3. The foregoing amendment was adopted by the sole shareholder and all of the directors of the Corporation by joint written consent dated November 10, 1995.

This document prepared by:
Richard M. Spector
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133
(305) 858-5555
Florida Bar Number 394815

H9600001333

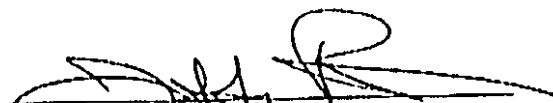
SENT BY:

1-26-00 : 4:18PM :

ADORNO ZEDER-

4/ 4

IN WITNESS WHEREOF, the undersigned Chief Executive Officer of the Corporation has executed these Articles of Amendment this 10th day of November, 1995.


Geoffrey I. Binder,
Chief Executive Officer

13540/jtw

H9600001333

01/23/96 15:28 FAX 407 997 7173

ADORNO & ZEDER

002

P95000072057

ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

ONE BOCA PLACE, SUITE 342W
2255 WILADE ROAD
BOCA RATON, FLORIDA 33431
TELEPHONE (407) 304 4411

FACSIMILE
(407) 997-7173

January 23, 1996

Karen Gibson
Secretary of States Office

Re: Principle Address for HealthPlans of America, Inc.

Dear Mrs. Gibson:

Pursuant to our conversation on January 23, 1996, I am submitting to you the following information for your records:

The principle office of HealthPlans of America, Inc. shall be at:

405 Douglas Avenue
Suite 2305
Altamont Springs, Florida 32714

Additionally, please fax me a copy of the computer print out as soon as possible. We need to submit the print out to the Department of Insurance by January 25, 1996.

If you have any questions, please contact me at 1-800-881-2027.

Sincerely,

Melinda Rogoff

Melinda Rogoff

HER

CC: Richard Spector
Lori Lovgren

Address
Change
SP 1/23

FORT LAUDERDALE

MIAMI

TALLAHASSEE

R-96%

407 997 7173

01-23-96 03:28PM P002 #43