



1201 DAYS STREET
TALLAHASSEE, FL 32304
904-224-9070
904-224-9071 X

800-342-8086

P9600011329

ACCOUNT NO. # 072 0000032

REFERENCE # 026337 4321942

AUTHORIZATION #

COST LIMIT # \$

ORDER DATE # January 31, 1996

ORDER TIME # 2:51 PM

ORDER NO. # 026337

CUSTOMER NO# 4321942

CUSTOMER: James P. Moskowsky, Esq
COHEN DERKE BERNSTEIN BRODIE
KONDELL & LOSZLO, P.A.
19th Floor
2601 South Bayshore Drive
Miami, FL 33133

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-02/07/96--01054--017
****122.50 ****122.50

DOMESTIC FILING

NAME: BEACON HEALTH PLANS, INC.

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS:

[Handwritten signature]

RECEIVED
96 JAN 31 2 14 20
DIVISION OF CORPORATION

File 2nd to days date

FILED
96 JAN 31 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB - 6 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 1, 1996

due 31st date

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: BEACON HEALTH PLANS, INC.
Ref. Number: W96000002474

We have received your document for BEACON HEALTH PLANS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The signature on the Affidavit must be notarized.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 896A00004472

RECEIVED
96 FEB -6 11 8 25
DIVISION OF CORPORATIONS

Resubmit

AFFIDAVIT

The undersigned, being the President and all of the Directors of Beacon Health Plans, Inc., a Florida corporation, have voluntarily dissolved Beacon Health Plans, Inc. on January 31, 1996 and have no intention of revoking the dissolution. The undersigned hereby authorizes the release of the name Beacon Health Plans, Inc.

BEACON HEALTH PLANS, INC.

By: Luis Moll
Luis Moll, President and Director

By: Sonia Torres
Sonia Torres, Director

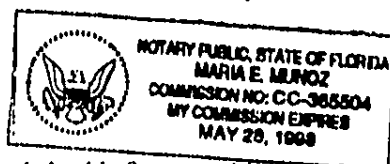
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 31st day of January, 1996, by Luis Moll, as President and Director of Beacon Health Plans, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC: [Signature]
Sign: _____
Print: MARIA E. MUÑOZ
State of Florida

My Commission Expires:

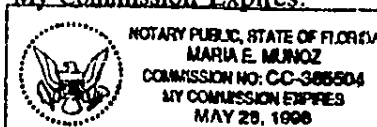
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)



The foregoing instrument was acknowledged before me this 31st day of January, 1996, by Sonia Torres, as Director of Beacon Health Plans, Inc., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC: [Signature]
Sign: _____
Print: MARIA E. MUÑOZ
State of Florida

My Commission Expires:



**ARTICLES OF INCORPORATION
OF
BEACON HEALTH PLANS, INC.**

96 FILED
JAN 31 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Beacon Health Plans, Inc. (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is: Beacon Health Plans, Inc..

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III

DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV

PURPOSE

The primary purpose for which the Corporation is organized is to transact any and all lawful business in connection with providing health care or other services permitted under Chapter 641 of the Florida Statutes.

ARTICLE V

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

Beacon Health Plans, Inc.
760 N.W. 107th Avenue
Miami, Florida 33172

ARTICLE VI

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock at \$.01 par value per share.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The name and address of the initial director is:

Name

Raymond E. Noonan

Address

760 N.W. 107th Avenue, Suite 206
Miami, Florida 33172

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is:

Name

Raymond E. Noonan

Address

760 N.W. 107th Avenue, Suite 206
Miami, Florida 33172

ARTICLE X

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 31st day of January, 1996.


Raymond E. Noonan, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for Bencon Health Plans, Inc. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: Karen P. Kondell
Karen P. Kondell, Treasurer

c08617.jpai

FILED
96 JAN 31 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA