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John Alden Health of Florida, Inc.
7300 Corporate Center Drive
Miami, Florida 33126

FILED
FEB - 6 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 5, 1996

Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

Airborne Express

Re: John Alden Health of Florida, Inc.

700001707837
-02/06/96--01088--005
***131.25 ***131.25

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation, and a Certificate of Designation of Registered Agent/Registered Office on behalf of John Alden Health of Florida, Inc. In addition, we are requesting a certified copy of a Certificate of Good Standing. Please return the certified copy of the Articles of Incorporation and Certificate of Good Standing on an expedited basis in the envelope provided. Enclosed is a check in the amount of \$131.25 to cover the fees for these services.

The documents are required by February 10, 1996 for a filing to be made with the Florida Insurance Department. Your assistance in meeting this time frame is appreciated. If you have any questions, please feel free to contact me at (305) 715-3181.

Thank you for your assistance.

Sincerely,

Stacie Tepper

Stacie Tepper
Law Department

Enclosures

2-9-96
TB

ARTICLES OF INCORPORATION

OF

JOHN ALDEN HEALTH OF FLORIDA, INC.

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

John Alden Health of Florida, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7300 Corporate Center Drive
Miami, Florida 33126

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares of common stock with a par value of \$1.00.

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Prentice Hall Legal & Financial Services
1201 Hays Street
Tallahassee, Florida 32314

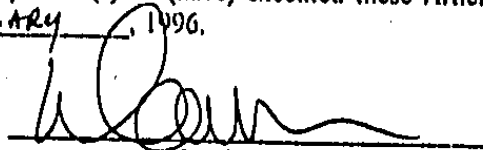
ARTICLE V: INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Martin Kofsky
7300 Corporate Center Drive
Miami, Florida 33126

RECEIVED
56 FEB 1986
STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this
30th day of JANUARY, 1996.



Martin Kofsky

Articles of Incorporation
Filing Fee - \$35

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: John Alden Health of Florida, Inc.

2. The name and address of the registered agent and office is:

Prentice Hall Legal & Financial Services
(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, FL 32301

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Marcia O. James
(Signature)

Assistant Secretary
1-30-96