

996000052480

JUSTIN HABERSKI

ATTORNEY AT LAW

310 SOUTH DAYLEN STREET
SUITE 150
BOX 150
PENSACOLA, FLORIDA 32501

TELEPHONE (904) 433-8401
FAX (904) 433-8400

6/17/96

June 17, 1996

FILED
JUN 19 AM 7:48
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

100001367001
-06/19/96--01057--016
****122.50 ****122.50

Re: Health Advantage Plus Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Health Advantage Plus Inc., together with my check in the amount of \$122.50 representing:

Corporate filing fee:	\$ 35.00
Certified copy:	52.50
Registered Agent designation:	<u>35.00</u>

TOTAL ENCLOSED: \$122.50

Enclosed find a self-addressed envelope for your return convenience. Thank you for your assistance in this matter.

Yours truly,

Justin Haberski
Justin Haberski

JH/jb
Enclosures

6/20/96
TD

FILED
95 JUN 19 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

HEALTH ADVANTAGE PLUS INC.

EFFECTIVE DATE
6/17/97

ARTICLE I - NAME

The name of the corporation is Health Advantage Plus Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual. Existence of the corporation shall commence on the date of execution and acknowledgement of these articles.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares, all of which shall be common shares with par value of \$1.00.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial principle office of this corporation is 1101 Gulf Breeze Parkway, Ste. 118, Box 166, Gulf Breeze, Florida 32561, and the name of the initial registered agent of this corporation at that address is David Allen.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three 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. The names and addresses of the initial directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
David D. Allen	201 Pensacola Beach Blvd. B-7 Gulf Breeze, FL 32561
Lawrence Ackland	224 E. Garden Street, Ste. 155 Pensacola, FL 32501
Cathrine G. Miller	3755 Hidden Oaks Drive Pensacola, FL 32504

ARTICLE VII - INCORPORATORS

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

<u>NAME</u>	<u>ADDRESS</u>
David D. Allen	201 Pensacola Beach Blvd. B-7 Gulf Breeze, FL 32561

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

X - PREEMPTIVE RIGHTS

The holders of shares shall have preemptive rights to purchase any shares of the corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or

other instruments evidencing rights or options to subscribe for purchase or otherwise acquire such shares.

No stock in the corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered by writing for sale to each of the other stockholders of the corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The writing shall set forth the price and terms and shall be sent by registered mail to each shareholder at the address listed in the corporation's book. The right to transfer stock to a person not a stockholder shall not exist until all existing shareholders refuse the offer made as provided above or until they fail for a period of thirty (30) days after receipt of the written offer to accept the same by compliance with the terms therein set forth.

IN WITNESS WHEREOF, I, DAVID D. ALLEN, the undersigned subscriber and incorporator of this corporation has executed these Articles of Incorporation this 17th day of June, 1996.

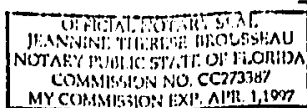

DAVID D. ALLEN

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JUN 19 AM 7:48
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ESCAMBIA

SWORN TO AND SUBSCRIBED before me by DAVID D. ALLEN, who is
personally known to me on this 17th day of June, 1996.



Jeannine Therese Brousseau
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

I, DAVID D. ALLEN, hereby am familiar with the accept the
duties and responsibilities as registered agent for said
corporation.

David D. Allen
DAVID D. ALLEN