

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P96000095933



PRENTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 166245 80473A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 25, 1996

ORDER TIME : 10:10 AM

ORDER NO. : 166245-005

CUSTOMER NO: 80473A

CUSTOMER: Bob J. Howell, Esq
BILL T. SMITH, JR., P.A.

Suite 402
980 North Federal Highway
Boca Raton, FL 33432

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-11/25/96--01010--002
****122.50 ****122.50

DOMESTIC FILING

NAME: SOUTHEAST HEALTHPLAN
ALTERNATIVES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

KR
11-25-96

FILED
96 NOV 25 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FL

RECEIVED
96 NOV 25 AM 11:27
OFFICE OF COMMERCE

**ARTICLES OF INCORPORATION
OF
SOUTHEAST HEALTHPLAN ALTERNATIVES, INC.**

FILED
96 NOV 25 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this Corporation is SOUTHEAST HEALTHPLAN ALTERNATIVES, INC.

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 400 S.W. Boca Raton Boulevard, Boca Raton, FL 33432.

ARTICLE 3

MAILING ADDRESS

The mailing address of this Corporation shall be 400 S.W. Boca Raton Boulevard, Boca Raton, FL 33432.

ARTICLE 4

PURPOSES AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including, but not limited to consultation, planning, and design of health insurance plans.

ARTICLE 5

CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, having a par value of ONE DOLLAR (\$1.00) per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

ARTICLE 6

PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights and every stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

ARTICLE 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 400 S.W. Boca Raton Boulevard, Boca Raton, FL 33432, and the name of the initial registered agent of this Corporation at that address is CHARLES W. ELDRIDGE.

ARTICLE 8

INCORPORATOR

The name and address of the person signing these Articles of Incorporation, the Incorporator, is CHARLES W. ELDRIDGE, whose address is 400 S.W. Boca Raton Boulevard, Boca Raton, FL 33432.

ARTICLE 9

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, as provided by law.

ARTICLE 10

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11

MEETINGS BY TELECONFERENCING

Any and all meetings of the Directors or officers may be attended in person or by telephone or other form of electronic conferencing.

The undersigned Incorporator has executed these Articles of Incorporation this 22nd day of November, 1996.



CHARLES W. ELDRIDGE, Incorporator

DESIGNATION OF REGISTERED AGENT
FOR
SOUTHEAST HEALTHPLAN ALTERNATIVES, INC.

Pursuant to Section 607.0505, Florida Statutes, the following is submitted:

SOUTHEAST HEALTHPLAN ALTERNATIVES, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named, CHARLES W. ELDRIDGE, whose address is 400 S.W. Boca Raton Boulevard, Boca Raton, FL 33432, as its registered agent for service of 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 as set forth in Section 607.0505, Florida Statutes.



CHARLES W. ELDRIDGE

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STATE