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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: HEALTH INSURANCE MARKETING, INC.

AUDIT NUMBER.....H97000000315

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION**OF****HEALTH INSURANCE MARKETING, INC.****ARTICLE I - NAME**

The name of this corporation is **HEALTH INSURANCE MARKETING, INC.**

ARTICLE II - EFFECTIVE DATE

The effective date of the Articles of Incorporation of **HEALTH INSURANCE MARKETING**, shall be January 1, 1997, at 12:01 a.m.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of Five Dollar (\$5.00) par value common stock.

ARTICLE VI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Ronald E. Shnider, Esq.
Florida Bar # 149153
Altman, Shnider & Feren, P.A.
7770 W. Oakland Park Blvd. #100
Sunrise, Florida 33351

(954) 742-2006

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ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, 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 VIII - REGISTERED OFFICE AND AGENT
AND PRINCIPAL PLACE OF BUSINESS

The street address of the corporation's registered office is 1133 South University Drive, Suite 200, Plantation, FL 33324 and the name of the registered agent of this corporation at said address is: ROBERT L. ASH. The principal place of business of the corporation is: 1133 South University Drive, Suite 200, Plantation, FL 33324.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

Robert L. Ash
1133 South University Drive
Suite 200
Plantation, FL 33324

ARTICLE X - INCORPORATOR

The name and address of the persons signing these Articles is:

Robert L. Ash
1133 South University Drive
Suite 200
Plantation, FL 33324

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ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 31st day of December, 1996.


Robert L. Ash

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 31st of December, 1996, by Robert L. Ash, who is personally known to me.


PRINTED NAME:
My Commission Expires:

F:\... \SENTERS\ASH\ARTICLES



RONALD E. BENDER
COMMISSION # C0548878
EXPIRES JUN 30, 2000
BONDED \$10,000
ATLANTIC SOUTHERN CO., INC.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted in compliance with said Act:

That HEALTH INSURANCE MARKETING, INC. desiring to organize or qualify under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Plantation, County of Broward, State of Florida, has named Robert L. Ash located at 1133 South University Drive, Suite 200, City of Plantation, County of Broward, State of Florida, as its agent to accept service of process within this state.


Robert L. Ash, subscriber
Date: December 31, 1996

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 agree to comply with the provisions of said Act relative to keeping open said office.


By: Robert L. Ash
Registered Agent
Date: December 31, 1996

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