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October 7, 1997

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Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: ~~Stop HMO, Inc.~~
~~HMO Watchdog, Inc.~~
~~Insurance Plans Watchdog, Inc.~~
~~Second Opinion for HMO Patients, Inc.~~
~~Advocates for HMO Patients, Inc.~~
Managed Care Watchdog, Inc.

Dear Sir or Madam:

Enclosed are Articles of Incorporation for the above-named six corporations, along with a check in the amount of \$735.00 for the filing fee for those Articles. Please process those documents at your earliest convenience and return a certified copy of each of those Articles to the above address.

Thank you in advance for your cooperation. If you have any questions, do not hesitate to contact the undersigned.

Very truly yours,


Malka Isaak

EFFECTIVE DATE

10-07-97

GDK

Enclosure

J. Nadeau OCT - 9 1997

J. Nadeau OCT - 9 1997

FILED
97 OCT - 8 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MANAGED CARE WATCHDOG, INC.

FILED
97 OCT -8 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator for the purpose of forming a corporation under Chapter 607 Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is MANAGED CARE WATCHDOG, INC. The business mailing address of the corporation is 324 North Dale Mabry Highway, Suite 100, Tampa, Florida 33609.

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence at the time that the Articles of Incorporation are subscribed to and acknowledged.

ARTICLE IV - SHARES OF STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000,000. Such shares shall be of a single class and shall have a par value of \$.01 per share.

ARTICLE V - PURPOSE

This corporation is organized for the purpose of transacting any business that a corporation may engage in under the laws of the State of Florida.

ARTICLE VI - INITIAL SUBSCRIBER

The initial subscriber to these Articles of Incorporation is Malka Isaak, whose address is 324 North Dale Mabry Highway, Suite 100, Tampa, Florida 33609.

EFFECTIVE DATE

10-07-97

ARTICLE VII - OFFICERS AND DIRECTORS

Officers and Directors shall be duly elected by the Bylaws of the Corporation and shall serve until the next election or their resignation. The officers and directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one. The initial officers and directors of the corporation shall be:

Joseph Kopelovich - President

Malka Isaak - Secretary/Treasurer

ARTICLE VIII - BYLAWS

The Bylaws of the Corporation shall be made by the Initial Subscriber. The Bylaws shall be adopted and may be amended in accordance with the procedure set forth in the Bylaws.

ARTICLE IX - AMENDMENTS

The Articles of Incorporation of the Corporation may be amended by resolution of the Board of Directors, approved by the members of the Corporation, as provided in the Bylaws of the Corporation.

ARTICLE X - RESIDENT OFFICE AND REGISTERED AGENT

The Resident Office and the Registered Agent of the Corporation shall be:

Malka Isaak
324 North Dale Mabry Highway
Suite 100
Tampa, Florida 33609

The undersigned subscriber has executed these Articles of Incorporation this 7th day of October, 1997.


MALKA ISAAK

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17th day of October, 1997 by MALKA ISAAK, the foregoing Subscriber, who is personally known to me and who did take an oath.

NOTARY PUBLIC:

[Signature]
My Commission Expires:



GAIL D KOCEMBA
My Commission CC331218
Expires Nov. 16, 1997
Bonded by HAI
800-422-1555

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MANAGED CARE WATCHDOG, INC., at the place designated in the Articles of Incorporation, I, MALKA ISAAK, hereby agree to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping such office open.

[Signature]
MALKA ISAAK

FILED
97 OCT - 8 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 17th day of October, 1997 by MALKA ISAAK, Registered Agent, who is personally known to me and who did take an oath.

NOTARY PUBLIC:

[Signature]
My Commission Expires:



GAIL D KOCEMBA
My Commission CC331218
Expires Nov. 16, 1997
Bonded by HAI
800-422-1555

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EFFECTIVE DATE

10-07-97