

JEFTON ENTERPRISES, INC.

P. O. Box 1251

Key Largo, Florida 33037

305-451-3777

November 17, 1997

State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-11/19/97--01043--008
****122.50 ****122.50

Gentlemen:

Enclosed herewith is our check in the amount of \$122.50 for the filing fee for the Articles of Incorporation of Healthpro Insurance, Inc. Please forward the certified Articles to:

Jefton Enterprises, Inc.
P. O. Box 1251
Key Largo, FL 33037

If you have any questions, please feel free to contact me at 305-451-3777.

Sincerely,
JEFTON ENTERPRISES, INC.

Mary Ellen Sample
Mary Ellen Sample
President

/mes

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF HEALTHPROS INSURANCE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida

ARTICLE I

The name of the corporation is **Healthpros Insurance, Inc.**

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United State of America and the State of Florida.

ARTICLE III

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is five hundred (500) shares at a par value of one dollar (\$1.00) per share. Holders of the common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have pre-emptive rights to subscribe to the corporation securities.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall not be less than five hundred dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of the corporation in the State of Florida is 6320 SW 144th Street, Miami, Florida 33158. The Board of Directors may, from time to time, move the principal office to any other address.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but there shall always be at least one (1) director.

To the extent permitted by the law, the corporation shall indemnify and hold harmless each person who shall serve as a director of the corporation as a director or officer of any corporation, from and against any and all claims and liabilities to which such person shall become subject by reason any action alleged to have been taken or omitted by him as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

No contract or other transaction between this corporation and any other firm or corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in, or are directors or officers of such other firms or corporations, provided that the fact he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken and any director of the corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with the like force and effect as if he were not a director or officer of such other corporation or not so interested.

ARTICLE VIII

The names and the post office addresses of the members of the first Board of Directors and the officers who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified as follows:

Directors

Alan R. Horn
6320 SW 144th Street
Miami, Florida 33158

Officers

Alan R. Horn, President
6320 SW 144th Street
Miami, Florida 33158

ARTICLE IX

The name of the incorporator subscribing to these Articles is Alan R. Horn, 6320 SW 144th Street, Miami, Florida 33158.

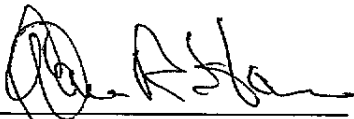
ARTICLE X

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at the stockholders' meeting by the majority of the stock entitled to vote thereon unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

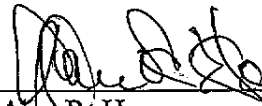
The name and the post office address of the registered agent is Alan R. Horn, 6320 SW 144th Street, Miami, Florida 33158.

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



Alan R. Horn

IN WITNESS WHEREOF, the undersigned has set his/her hand and seal at
Miami, Dade County, Florida this 15 day of Nov, 19 97.


Alan R. Horn

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

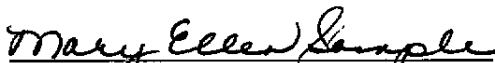
STATE OF FLORIDA

SS.

COUNTY OF MONROE

Before me, the undersigned authority, personally appeared Alan R. Horn
known to be the person who subscribed to the foregoing attached Articles of
Incorporation of Healthpros Insurance, Inc. and he/she did freely and voluntarily execute
said Articles of Incorporation for the purpose therein expressed.

WITNESS my hand and official seal at Key Largo, Monroe County, Florida
this 15th day of November, 19 97.


Notary Public, State of Florida

My Commission Expires:

MARY ELLEN SAMPLE
My Commission CC416992
Expires Oct. 26, 1998
Bonded by NFNU
800-224-6368

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