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December 9, 1997

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

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-12/19/97--01066--004
****122.50 ****122.50

Re: Well America Group, Inc.

Dear Secretary of State:

Enclosed please find check number 736 in the amount of \$122.50 payable to the Secretary of State for the incorporation of Well America Group, Inc. This check is to cover the filing fee, Certificate Designating Registered Agent, charter tax and certified copy of the charter documents. Also enclosed is the original and one copy of the Articles of Incorporation and Certificate of Designating Place of Business or Domicile for the Service of Process Within this State, naming agent upon whom process may be served along with the enclosed self-addressed stamped envelope for your convenience in forwarding the certified copies of the requisite documents.

As my client is very eager to secure the name of Well America Group, Inc. for a business, time is of the essence and consequently I would appreciate your immediate attention to this matter. If you have any questions with regards to this, please do not hesitate to contact me.

Very truly yours,

William E. Gregory
WILLIAM E. GREGORY

SIGNED IN ATTORNEY'S
ABSENCE TO PREVENT
DELAY IN MAILING

FILED
97 DEC 19 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WEG/em

cc: Vivian Lehman

I added
stuff per B.C.

12/22/97
f.m.

ARTICLES OF INCORPORATION
OF
WELL AMERICA GROUP, INC.

FILED
97 DEC 19 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators to these Articles of Incorporation, natural persons over the age of 18 years, competent to contract and the majority of whom are citizens of the United States of America, hereby form a stock insurer corporation under the laws of the State of Florida.

ARTICLE I. NAME

Inc.

The name of the corporation shall be: WELL AMERICA GROUP, /_The principal place of business of this corporation shall be 888 Brickell Avenue, Suite 202, Dade County, Miami, Florida 33131.

ARTICLE II. NATURE OF BUSINESS

The purpose of the corporation is to engage in every aspect of Accident, Health and Life insurance.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is 10,000 shares of common stock having a par value of approximately \$1167.00 per share. The corporation shall not begin transacting business unless it achieves a capital and surplus of \$3.0 million.

ARTICLE IV. TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 888 Brickell Avenue, Suite 202, Miami, FL 33131, and the initial registered agent of this Corporation at such office shall be Vivian V. Lehman, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida.

ARTICLE VI. DIRECTORS

The corporation shall have five directors initially, all of whom are United States citizens and all of whom are over the age of 18. The names and residence street addresses of the directors whose initial terms of office shall be for one year are:

Geoffrey A. Cole
2200 Alhambra Circle
Coral Gables, FL 33134

Vivian V. Lehman
1311 Castile Avenue
Coral Gables, FL 33134

Nancy Cole
2200 Alhambra Circle
Coral Gables, FL 33134

Dallas G. Lehman
1311 Castile Avenue
Coral Gables, FL 33134

Samuel T. Cole, Sr.
4955 Lakeview Drive
Miami Beach, FL 33140

ARTICLE VII. INCORPORATORS

The names and residence street addresses of the incorporators, all of whom are over the age of 18 and all of whom are United State citizens are:

Geoffrey A. Cole
2200 Alhambra Circle
Coral Gables, FL 33134

Vivian V. Lehman
1311 Castile Avenue
Coral Gables, FL 33134

Nancy Cole
2200 Alhambra Circle
Coral Gables, FL 33134

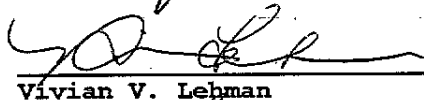
Dallas G. Lehman
1311 Castile Avenue
Coral Gables, FL 33134

Samuel T. Cole, Sr.
4955 Lakeview Drive
Miami Beach, FL 33140

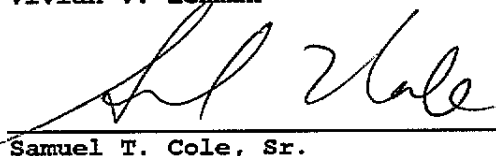
THE INCORPORATORS HAVE HEREUNTO SET THEIR HANDS AND SEALS THIS 17 day
of November, 1997.


Geoffrey A. Cole


Nancy Cole

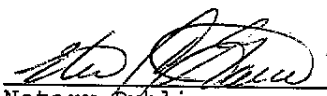

Vivian V. Lehman


Dallas G. Lehman


Samuel T. Cole, Sr.

STATE OF FLORIDA
COUNTY OF DADE

PERSONALLY APPEARED before me, Geoffrey A. Cole, Nancy Cole, Vivian V. Lehman, Dallas G. Lehman, and Samuel T. Cole, Sr. who acknowledged executing the above Articles of Incorporation.


Notary Public
State of Florida
At Large



Com.
My Comm.
Bonded t

ELENA C. GARCIA
Comm. No. CC 369296
My Comm. Exp. June 05, 1998
Bonded thru Pichard Ins. Agency

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process from the Treasurer and Insurance Commissioner of the State of Florida for Well American Group, Inc. at the place designated in the Articles of Incorporation, Vivian V. Lehman agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 11-17-97

Signature: 

FILED
97 DEC 19 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA