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TO: DIVISION OF CORPORATIONS

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FROM: CORPORATE CREATIONS INTERNATIONAL INC.
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NAME: SUNBELT HEALTH CARE PLANS, INC.

AUDIT NUMBER.....H98000001587

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**ARTICLES OF INCORPORATION
OF
SUNBELT HEALTH CARE PLANS, INC.**

(A Corporation for Profit)

THE UNDERSIGNED INCORPORATOR, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I.

Name

The name of the Corporation is **SUNBELT HEALTH CARE PLANS, INC.** The Board of Directors shall determine the location of the principal office of the Corporation. Until such time, the principal office shall be maintained at Florida Hospital Healthcare System, Inc., 601 E. Rollins Street, Orlando, FL 32803. The mailing address of the Corporation shall also be located at Florida Hospital Healthcare System, Inc., 601 E. Rollins Street, Orlando, FL 32803.

ARTICLE II.

Offices and Registered Agent

The Corporation shall have and continuously maintain in Florida its principal place of business and a registered agent thereat upon whom process can be served. The address of the registered office is 111 North Orlando Avenue, Winter Park, Florida 32789, and the name of the registered agent in charge thereof is T.L. Trimble.

ARTICLE III.

Purposes and Powers

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes. The Corporation shall possess and exercise all the powers and privileges granted by Chapter 607 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or

This instrument prepared by:
Joseph I Zamparo, Esq., Inc. Dermott, Will & Emery
#0056091 201 S. Biscayne Blvd
#2200, Miami, FL 33131

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convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by any restrictions set forth in these Articles of Incorporation.

ARTICLE IV.

Term of Existence

The Corporation's existence shall commence on the filing of these Articles of Incorporation with the Secretary of State of Florida and shall thereafter continue in perpetuity.

ARTICLE V.

Authorized Shares

SECTION 5.1

Number. The aggregate number of shares which the Corporation shall have the authority to issue is one class of ten thousand (10,000) shares of Common Stock, no par value. Each share of Common Stock shall be entitled to the preferences, rights and limitations as specifically set forth in these Articles of Incorporation. Notwithstanding anything in these Articles of Incorporation to the contrary, the Board of Directors of the Corporation shall have full authority, to the extent permitted by law, to increase, decrease or otherwise adjust the capital stock of the Corporation, to designate additional classes or series thereof, and to determine voting rights (or lack thereof), designations, preferences, special rights, qualifications, and limitations applicable thereto.

SECTION 5.2

Voting Rights. Each holder of record of Common Stock shall be entitled to one (1) vote for each share held at each meeting of the Shareholders with respect to any matter on which the Shareholders have the right to vote.

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ARTICLE VI.**Preemptive Rights and Cumulative Voting**

Shareholders shall have preemptive rights. Shareholders shall not be entitled to cumulative voting.

ARTICLE VII.**Directors**

SECTION 7.1 Number. The affairs of the Corporation are to be managed by a Board of Directors consisting of not less than three (3) Directors.

SECTION 7.2 Powers. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for this Corporation within the limits of applicable law.

SECTION 7.3 Election and Term of Office. The names and addresses of the initial Directors are as follows:

	<u>Name</u>	<u>Address</u>
1.	John R. Brownlow	601 East Rollins Street Orlando, FL 32803
2.	Billy D. Wing	601 East Rollins Street Orlando, FL 32803
3.	Donna Blehrud	601 East Rollins Street Orlando, FL 32803

SECTION 7.4 Voting. All actions to be taken by the Board of Directors shall require an affirmative vote of a majority (51 percent) of the members of the Board of Directors in attendance at a meeting whereat a quorum is present except as may be specified in the Corporation's Bylaws.

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SECTION 7.5 Removal of Directors. The Shareholders may remove one or more Directors as provided in the Bylaws.

ARTICLE VIII

Officers

SECTION 8.1 Number. There shall be two (2) Officers of the Corporation. They are: President and Secretary-Treasurer. The Corporation may, at the discretion of the Board of Directors, provide for different categories of Officers, and may have additional and assistant Officers including, without limitation thereto, Assistant Treasurers and Assistant Secretaries.

SECTION 8.2 Election and Term of Office. Officers shall be elected as provided, and shall serve for terms prescribed, in the Bylaws of the Corporation.

SECTION 8.3 Powers and Duties. The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the Bylaws of this Corporation.

ARTICLE IX.

Amendment of Bylaws

The power to make, alter, amend, repeal, or adopt the Bylaws of this Corporation shall be vested in the Shareholders as provided in the Bylaws of this Corporation.

ARTICLE X.

Amendment of Articles of Incorporation

The Articles of Incorporation of the Corporation shall be amended upon reading and approval of such amendments at a special meeting of the Shareholders called for that purpose at which a quorum of not less than two-thirds (2/3) of the Shareholders entitled to vote shall be present.

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Such amendments must be approved by ninety (90) percent of the Shareholders present and entitled to vote. Following the requisite approvals, such amendments shall become operative from and after the date on which they were filed with the Secretary of State of Florida. Notwithstanding anything to the contrary in these Articles of Incorporation, if any provision of these Articles of Incorporation shall be deemed illegal or conflicts with any applicable laws or accreditation standards, a special meeting of Shareholders shall be convened in accordance with the applicable provisions of the Bylaws of the Corporation to adopt such amendments to these Articles of Incorporation as are necessary to insure compliance with such applicable laws and accreditation standards.

ARTICLE XI.
Incorporator

The name and address of the Incorporator is:

T. L. Trimble
111 North Orlando Avenue
Winter Park, Florida 32789

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 16th day of January, 1998.


T. L. Trimble

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STATE OF FLORIDA
COUNTY OF ORANGE

Before me, personally appeared T. L. Trimble, well known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 16th day of January, 1998.

My Commission Expires: 12/20/98

ACCEPTANCE

I hereby agree to act as the Registered Agent for Sunbelt Health Care Plans, Inc., as stated in the Articles of Incorporation of said Corporation.

T. L. Trimble
T. L. Trimble, Registered Agent

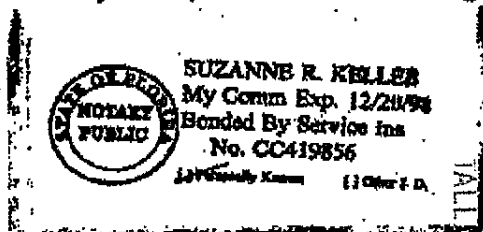
STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 16th of January, 1998.

My Commission Expires 12/20/98

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Suzanne R. Keller
Notary Public, State of Florida At Large



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