

P98000012536

LAW OFFICES

MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.

JAMES L. ADE
LYNDA R. AYCOCK
W. O. BIRCHFIELD
TIMOTHY A. BURLEIGH
CHARLES L. CRANFORD
PHILLIP A. DELMONT
STEPHEN H. DURANT
T. WILLIAM GLOCKER
MICHAEL E. GOODBREAD, JR.
STEPHEN D. HALKER
SHARON ROBERTS HENDERSON

ONE INDEPENDENT DRIVE - SUITE 3000
JACKSONVILLE, FLORIDA 32202

MAILING ADDRESS:
POST OFFICE BOX 59
JACKSONVILLE, FLORIDA 32201
TELEPHONE (904) 354-2050
TELECOPIER (904) 354-5842

BARBARA CHRISTIE JOHNSTON
WILHELMINA F. KIGHTLINGER
MYRA LOUGHRAN
RALPH H. MARTIN
ROBERT O. MICKLER
JOHN D. MILTON, JR.
DANIEL B. NUNN, JR.
SCOTT G. SCHILDBERG
MICHAEL D. WHALEN
GARY L. WILKINSON
L. PETER JOHNSON (1942-1988)

February 5, 1998

Florida Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, Florida 32314

Re: Contact Cap Solutions, Inc.
Mission Health Plan, Inc.

~~200002423272--8~~
~~-02/06/98--01012--018~~
~~***157.50 ***78.75~~

200002423272--8
-02/06/98--01012--018
***157.50 ***78.75

Dear Sir/Madam:

Enclosed please find Articles of Incorporation of Contact Cap Solutions, Inc., and Mission Health Plan, Inc. for filing as appropriate.

In addition, we enclose a check in the amount of \$157.50 for your filing fee. Please forward date stamped copies of the filings to the undersigned in the self-addressed, stamped envelope provided.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Michael E. Goodbread, Jr.

EFFECTIVE DATE

02-05-98

MEG, Jr./rd
Enclosures

cc: Mr. Clifford R. Frank

FILED
98 FEB -6 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98-2-9-28

ARTICLES OF INCORPORATION
OF
CONTACT CAP SOLUTIONS, INC.

FILED
98 FEB -6 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this corporation is Contact Cap Solutions, Inc.

EFFECTIVE DATE
02-05-98

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 1930 San Marco Boulevard, Suite 201, Jacksonville, Florida 32207.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of this corporation shall commence on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence shall commence on the date of filing these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock with a par value of one cent (\$.01) per share, which shares shall be and hereby are designated

as "Common Shares." Without action by the shareholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the state of Florida is 1930 San Marco Boulevard, Suite 201, Jacksonville, Florida 32207. The name of the initial registered agent of this corporation at that address is Clifford R. Frank. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Clifford R. Frank	1930 San Marco Boulevard Suite 201 Jacksonville, Florida 32207

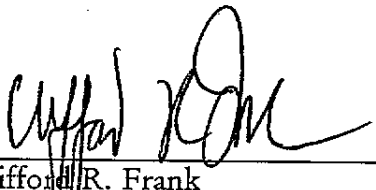
ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both

the shareholders and Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 5th day of February, 1998.

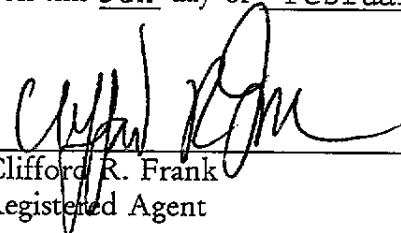


Clifford R. Frank
Incorporator

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
CONTACT CAP SOLUTIONS, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes (1995), the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Contact Cap Solutions, Inc., a corporation organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091 relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1930 San Marco Boulevard, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand at Jacksonville, Duval County, Florida, on this 5th day of February, 1998.



Clifford R. Frank
Registered Agent

EFFECTIVE DATE

02-05-98

FILED
98 FEB -6 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA