

P98000094632  
**STATEWIDE HEALTH PLANS, INC.**

Miami Office:  
6461 Sunset Drive  
South Miami, Florida 33143

Telephone: (305) 663-5866  
Fax: (305) 663-5866  
E-mail: Aruss194@bellsouth.net

Broward Office:  
3121 Hallandale Beach Blvd.  
Suite #101  
Pembroke Park, Florida 33009

Telephone: (954) 964-6860  
Fax: (954) 964-1031  
E-mail: Statewidehealth@msn.com

November 4, 1998

Divisions of Corporations  
c/o John Nedeau  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Statewide Health Plans, Inc. & Statewide Holdings, Inc.

500002682665--6  
-11/09/98--01004--003  
\*\*\*\*\*105.00 \*\*\*\*\*70.00

Dear Mr. Nedeau:

Enclosed, please find two copies of executed amendment to Articles of Incorporation for Statewide Health Plans, Inc. changing the name of the corporation to Statewide Holdings, Inc.

We would appreciate your processing this request for changing the name of the above described corporation.

In addition, I have enclosed another set of executed Articles of Incorporation for establishing a new corporation with the same name as the old name of the above described corporation, "Statewide Health Plans, Inc."

Accompanied with this request, please find check in the amount of \$70.00 which represents the filing fee and registered agent designation.

Thank you in advance for the processing of these documents.

Sincerely,

A. David Russell  
President

Enclosure

ADR/tsg

FILED  
98 NOV 6 PM 4:30  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED  
90 NOV - 6 PM 3:52  
DIVISION OF CORPORATIONS

SD  
11/9

**ARTICLES OF INCORPORATION  
OF  
STATEWIDE HEALTH PLANS, INC.**

**FILED**  
98 NOV -6 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE  
NAME**

The name of the corporation is Statewide Health Plans, Inc.

**ARTICLE TWO  
CORPORATE DURATION**

The duration of the corporation is to be perpetual.

**ARTICLE THREE  
PURPOSE**

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

**ARTICLE FOUR  
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE FIVE  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 3121 W. Hallandale Beach Blvd., Suite #101, Pembroke Park, Florida 33009.

**ARTICLE SIX  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 3121 W. Hallandale Beach Blvd., Suite #101, Pembroke Park, Florida 33009 and the name of its initial registered agent at such address, is A. David Russell.

**ARTICLE SEVEN  
DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be not less than One (1). The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Howard Chusid	3121 W. Hallandale Beach Blvd. Suite #101 Pembroke Park, Florida 33009
A. David Russell	3121 W. Hallandale Beach Blvd. Suite #101 Pembroke Park, Florida 33009

**ARTICLE EIGHT  
INCORPORATORS**

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Howard Chusid	3121 W. Hallandale Beach Blvd. Suite #101 Pembroke Park, Florida 33009
A. David Russell	3121 W. Hallandale Beach Blvd. Suite #101 Pembroke Park, Florida 33009

**ARTICLE NINE  
INDEMNIFICATION**

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.

**ARTICLE TEN  
AMENDMENTS**

These articles of incorporation may be amended in the manner authorized by at the time of amendment.

IN WITNESS WHERETO, I, A. David Russell, being the incorporator of this corporation, make and file these articles of incorporation this 5<sup>th</sup> day of November, 1998.

  
A. David Russell

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

**FILED**  
98 NOV -6 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.0502, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT STATEWIDE HEALTH PLANS, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT:

3121 W. Hallandale Beach Blvd., Suite #101  
Pembroke Park, Florida 33009

HAS NAMED A. DAVID RUSSELL, LOCATED AT 3121 W. HALLANDALE  
BEACH BLVD, #101, PEMBROKE PARK, FLORIDA 33009, AS ITS AGENT TO ACCEPT  
SERVICE OF PROCESS WITHIN FLORIDA.

By: 

A. David Russell, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THE CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

By: 

A. David Russell