

998000098682

BETTER BUSINESS SERVICES, INC.
1621 EAST HILLCREST STREET
ORLANDO, FLORIDA 32803
TELEPHONE (407) 896-2481
FAX (407) 896-2526

OCTOBER 1, 1998

200002691422-4
-11/19/98--01045--017
*****87.50 *****87.50

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

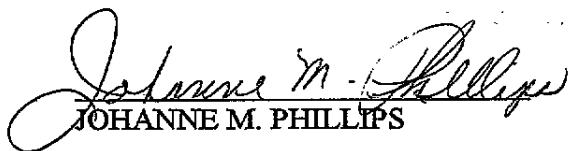
RE: RIGHT CHOICE DISTRIBUTOR, INC.

Gentlemen:

Enclosed please find the Articles of Incorporation and my check in the amount of ^{87.50}~~\$122.50~~.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and fee for Registered Agent designation for the above named corporation.

Sincerely,


JOHANNE M. PHILLIPS


RIGHT CHOICE DISTRIBUTOR, INC.

FILED
98 NOV 19 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OB
11-24-98
4

ARTICLES OF INCORPORATION

THE STATE OF FLORIDA)
 KNOW ALL MEN BY THESE PRESENT:
COUNTY OF ORANGE)

That the undersigned, natural person(s) of the age of at least eighteen (18) years, acting as Incorporator(s) of a Corporation under the FLORIDA Business Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation, to wit:

ARTICLE I

The name of this corporation is RIGHT CHOICE DISTRIBUTOR, INC.

ARTICLE II

The period of duration of this Corporation shall be perpetual.

ARTICLE III

The purposes for which this Corporation is organized include all legal purposes for which a Corporation may be organized in FLORIDA.

ARTICLE IV

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares. The shares shall have a par value of \$1.00.

ARTICLE V

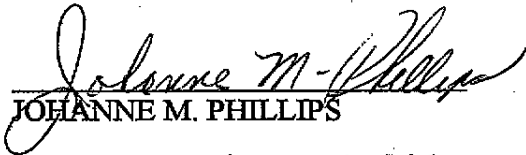
The Corporation will not commence business until it has received for issuance of its shares consideration of the value of \$1,000.00.

ARTICLE VI

The street address of the registered office, and principal office of the Corporation is 840 SUNSHINE LANE, ALTAMONTE SPRINGS, FL 32714 and the name of the registered agent at said address is JOHANNE M. PHILLIPS.

FILED
98 NOV 19 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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


JOHANNE M. PHILLIPS

FILED
98 NOV 19 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FL 32304

ARTICLE VII

The number of directors constituting the initial Board of Directors of this Corporation is TWO and the name(s) and address(es) of the person(s) who are to serve as director(s) until the first annual meeting of the shareholders, or until their successors are elected and qualified, are as follows:

NAME	ADDRESS
JOHANNE M. PHILLIPS	840 SUNSHINE LANE ALTAMONTE SPRINGS, FL 32714
ROGER COWAN	840 SUNSHINE LANE ALTAMONTE SPRINGS, FL 32714

The name(s) and address(es) of the incorporator(s) are as follows:

NAME	ADDRESS
JOHANNE M. PHILLIPS	840 SUNSHINE LANE ALTAMONTE SPRINGS, FL 32714
ROGER COWAN	840 SUNSHINE LANE ALTAMONTE SPRINGS, FL 32714

WITNESS OUR HANDS this the 1ST day of OCTOBER, 1998

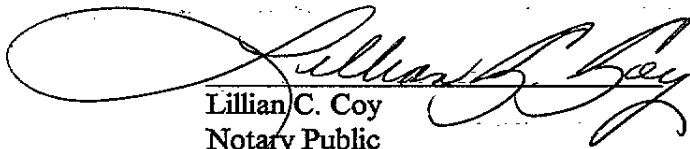

JOHANNE M. PHILLIPS


ROGER COWAN

THE STATE OF FLORIDA)
)
COUNTY OF ORANGE)

Before me, the undersigned authority, on this day personally appeared JOHANNE M. PHILLIPS, and ROGER COWAN known to me to be the person(s) whose name (s) are subscribed to the foregoing instrument and, being by me first duly sworn severally declares that they are the person(s) who signed the foregoing document as Incorporator(s) and that the statements contained therein are true.

IN WITNESS WHEREOF, I hereunto set my hand and affix my official seal in the state and county aforesaid this the 1ST day of OCTOBER, 1998.



Lillian C. Coy
Notary Public
Orange County, Florida
Commission expires 3/31/00

