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<input type="checkbox"/>	Domestication
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

6-14

5

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

DEC 10 1998

**ARTICLES OF INCORPORATION
OF
WELL CARE HEALTH AND LIFE INSURANCE PLANS, INC.**

By *James B. Swartz*
Legal Division

THE UNDERSIGNED incorporators to these Articles of Incorporation, all of whom are natural persons over the age of 18 years, competent to contract and a 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**

The name of the corporation shall be Well Care Health and Life Insurance Plans, Inc. (the "Corporation"). The principal place of business of the Corporation shall be 6800 N. Dale Mabry, Suite 209, Tampa, FL 33614, Hillsborough County, Florida. The Corporation shall have power to establish other and subordinate offices and agencies in the State of Florida, in other states of the United States and its dependencies, and in foreign countries.

**ARTICLE II
NATURE OF BUSINESS**

The purpose of the Corporation is to engage in every aspect of Accident and Health Insurance, Ordinary Life Insurance and Term Life Insurance. The Corporation will not engage in any activity other than the transaction of insurance or business activities reasonably and necessarily incident to such insurance business and such other business activities as a stock insurer corporation is now or hereafter permitted to transact under the Insurance Laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to issue is thirty thousand (30,000) shares of common stock having a par value of \$10.00 per share. The Corporation shall not begin transacting business unless it achieves a paid-in capital and surplus of at least \$2.5 million cumulatively.

**ARTICLE IV
TERM OF EXISTENCE**

The Corporation shall exist perpetually.

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ARTICLE V
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be 6800 N. Dale Mabry, Suite 209, Tampa, FL 33614, and the initial registered agent of this Corporation at such office shall be Kiranbhai C. Patel, M.D., 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 such office open to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida.

ARTICLE VI
DIRECTORS

The corporate powers of the Corporation shall be exercised through a Board of Directors and through such committees, officers and agents as the Board of Directors may empower. The Corporation shall have five (5) directors initially; four of whom are United States citizens and all of whom are over the age of 18. The number of directors may vary from time to time pursuant to the Corporation's By-Laws but shall never be less than five. If the number of directors duly elected and serving ever decreases to less than five, the Corporation shall not be dissolved, but rather the vacancy shall be filled pursuant to the By-Laws and applicable Florida statutes. A director may, but shall not be required to, own any shares of stock of the Corporation. The names and residence street addresses of the initial directors, who shall serve until the first annual meeting of the shareholders of the Corporation, but, in no event for more than one year from the date of incorporation of the Corporation, are:

Kiranbhai C. Patel, M.D., a US Citizen
11609 Carrollwood Drive
Tampa, FL 33618

Pradip C. Patel, a US Citizen
3107 Mossvale Lane
Tampa, FL 33618

Rupesh Rasiklal Shah, an Indian Citizen
2506 Lake Ellen Drive
Tampa, FL 33618

Pallavi Kiran Patel, a US Citizen
11609 Carrollwood Drive
Tampa, FL 33618

Dinesh C. Patel, Ph. D., a US Citizen
5080 S. Mile High Drive
Salt Lake City, UT 84108

**ARTICLE VII
BY-LAWS**

The Board of Directors shall adopt a code of By-Laws for its own regulation and that of the conduct of the business of the Corporation, which By-Laws shall not be inconsistent with these Articles or the laws of the State of Florida.

**ARTICLE VIII
CORPORATE SEAL**

The Board of Directors shall devise and adopt a corporate seal of and for the Corporation, and shall have power to change and alter the same at its pleasure.

**ARTICLE VIII
STOCK CERTIFICATES**

The shareholders of the Corporation shall be entitled to certificates of their respective shares of the capital stock, which shall be transferable as provided in said certificates and in the By-Laws.

**ARTICLE X
INCORPORATORS**

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

Kiranbhai C. Patel, M.D., a US Citizen
11609 Carrollwood Drive
Tampa, Fl 33618

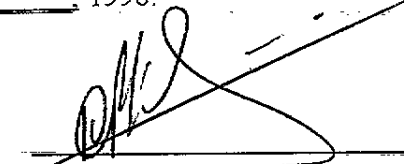
Pradip C. Patel, a US Citizen
3107 Mossvale Lane
Tampa, Fl 33618

Rupesh Rasiklal Shah, an Indian Citizen
2506 Lake Ellen Drive
Tampa, Fl 33618

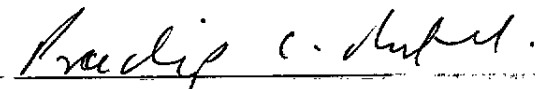
Pallavi Kiran Patel, a US Citizen
11609 Carrollwood Drive
Tampa, Fl 33618

Dinesh C. Patel, Ph. D., a US Citizen
5080 S. Mile High Drive
Salt Lake City, UT 84108


IN WITNESS WHEREOF, the incorporators have executed these Articles of
Incorporation on the _____ day of _____, 1998.



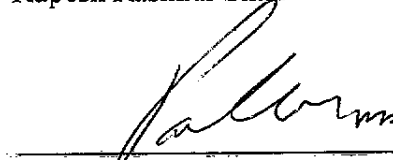
Kiranbhai C. Patel, M.D.



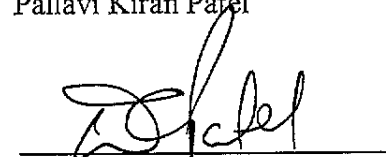
Pradip C. Patel



Rupesh Rasiklal Shah



Pallavi Kiran Patel



Dinesh C. Patel, Ph. D.

STATE OF FLORDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 5th day of January 1998 by KIRANBHAI C. PATEL, M.D., who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.

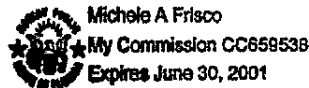
Michele A Frisco

Print Name: Michele A Frisco

Title: Admin. Asst.

Serial Number: _____
(if any)

My Commission Expires: _____



STATE OF FLORDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15th day of January 1998 by PRADIP C. PATEL, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.

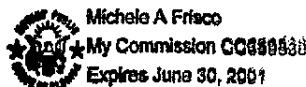
Michele A Frisco

Print Name: Michele A Frisco

Title: Admin. Asst.

Serial Number: _____
(if any)

My Commission Expires: _____



STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15th day of January 1998 by RUPESH RASIKLAL SHAH, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.

Michelle A Frisco

Print Name: Michelle A Frisco

Title: Admin. Asst.



Michelle A Frisco
My Commission CC659538
Expires June 30, 2001

Serial Number: _____
(if any)

My Commission Expires: _____

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15th day of January 1999 by PALLAVI KIRAN PATEL, who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.

Michelle A Frisco

Print Name: Michelle A Frisco

Title: Admin. Asst.

Serial Number: _____
(if any)

My Commission Expires: _____



Michelle A Frisco
My Commission CC659538
Expires June 30, 2001

STATE OF UTAH

COUNTY OF Salt Lake

The foregoing instrument was acknowledged before me this 18th day of January 1998 by DINESH C. PATEL, Ph. D., who is personally known to me or who has produced a Florida driver's license as identification and who did not take an oath.

Marsha Peterson

Print Name: MARSHA PETERSON

Title: Notary Public

Serial Number: _____

(if any)

My Commission Expires: 12/15/2000

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 Care Health and Life Insurance Plans, Inc. at 6800 N. Dale Mabry, Tampa, FL 33614, Kiranbahi C. Patel, M.D., hereby agrees to act in this capacity, and agrees to comply with the provisions of Fla. Stat. S 48.091 relative to keeping open such office.

Date: 1/28/99


Kiranbahi C. Patel, M.D.

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99 JUN 11 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA