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WILSON & WILLIAMS, P.A.

Attorneys at Law
954 East Silver Springs Boulevard
Ocala, Florida 34470

Mailing Address:
Post Office Box 908
Ocala, Florida 34478

Telephone: (352) 629-9747
Facsimile: (352) 629-5616
E-mail: WILX2@AOL.COM

Robert D. Wilson
Reuben S. Williams, IV

November 15, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32304

800003047138--9
-11/17/99--01053--014
*****70.00 *****70.00

RE: Millennium Health Company

Gentlemen:

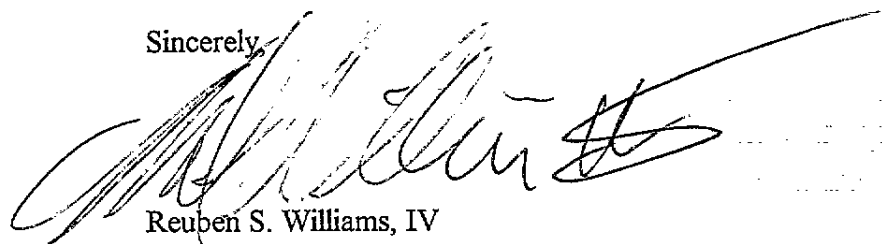
Enclosed herewith please find the original and one copy of Articles of Incorporation for the above referenced corporation together with this firm's check in the amount of \$70.00 for the filing fee consisting of the following:

Filing Fee	\$35.00
Registered Agent Designation	35.00
<hr/>	
Total enclosed	\$70.00

FILED
DEC - 1 AM 8:23
TALLAHASSEE, FLORIDA

Upon filing of same, please return a certified copy of the Articles of Incorporation to my office.

Sincerely,


Reuben S. Williams, IV
For the Firm

RSW/bb
Enclosures: Articles of Incorporation
Filing Fee check

W-26747
gj
11/19



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 22, 1999

REUBEN S. WILLIAMS, IV
WILSON & WILLIAMS, P.A.
P.O. BOX 908
OCALA, FL 34478

SUBJECT: MILLENNIUM HEALTH COMPANY
Ref. Number: W99000026747

We have received your document for MILLENNIUM HEALTH COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 499A00055700

ARTICLES OF INCORPORATION

MILLENNIUM HEALTH PLANS OF FLORIDA, INC.

ARTICLE I - NAME

The name of this corporation is Millennium Health Plans of Florida, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7500 shares of \$1.00 par value common stock.


ARTICLE V - MAILING ADDRESS

The principal office of the corporation shall be 2340 NE 2nd Street, Suite 300, Ocala, Florida, 34470, and the mailing address of the corporation is the same.

**ARTICLE VI - INITIAL REGISTERED AGENT -
DESIGNATION AND ACCEPTANCE**

The name and address of the initial registered agent and office of this corporation is: William D. McLeod, 2340 NE 2nd Street, Suite 300, Ocala, Florida, 34470. William D. McLeod has signed these Articles of Incorporation to indicate his acceptance and agreement to act in this capacity as contemplated by §607.0202, Florida Statutes.

I hereby accept the appointment as Registered Agent of Millennium Health Plans of Florida, Inc. and agree to act in that capacity.



William D. McLeod

FILED
99 DEC - 1 AM 8:23
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATOR AND
INITIAL BOARD OF DIRECTOR

The name and address of the persons signing these Articles of Incorporation is as follows:

NAME:

ADDRESS:

William D. McLeod

2340 NE 2nd Street, Suite 300
Ocala, FL 34470

The corporation shall have one director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one (1) and the method of election of directors shall be governed by the By-Laws. The name and address of the initial Director of this corporation is:


NAME:

ADDRESS:

William D. McLeod

2340 NE 2nd Street, Suite 300
Ocala, FL 34474

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 29 day of November, 1999.



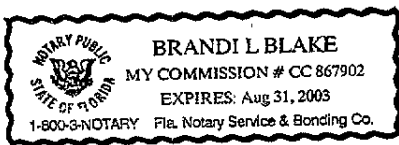
William D. McLeod

STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared William D. McLeod, who acknowledged before me that he is the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 29 day of November, 1999.



Notary Public:

Sign Brandi L. Blake
Print Brandi L. Blake

State of Florida At Large (Seal)
My Commission Expires:

Personally known _____

Produced Identification ✓

Type of Identification Produced FL DL