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**CERTIFIED PUBLIC ACCOUNTANTS**

399 W. PALMETTO PARK ROAD • SUITE 206  
BOCA RATON, FLORIDA 33432  
(561) 368-9518  
FAX (561) 368-9519  
MELBOURNE (407) 253-9012

S. HOWARD REED, C.P.A.  
RANDALL H. REED, C.P.A.

November 19, 1999

Secretary of State  
Division of Corporations  
The Capital  
Tallahassee, FL 32304

500003054185--3  
-11/24/99--01060--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: SunHealth Plans of Florida, Inc.

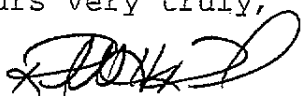
Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation for SunHealth Plans of Florida, Inc., along with a check in the amount of \$70.00 to cover the fees.

Please return the recorded documents to the following address:

Reed and Company, Chartered  
399 W. Palmetto Park Rd., #206  
Boca Raton, FL 33432  
Attn: Randall H. Reed

Yours very truly,



Randall H. Reed, C.P.A.

RHR:lms  
Enc.

FILED  
99 NOV 24 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN DEC - 1 1999

ARTICLES OF INCORPORATION  
OF  
SunHealth Plans of Florida, Inc.

**FILED**  
99 NOV 24 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is: SunHealth Plans of Florida, Inc.

ARTICLE II

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III

This Corporations is authorized to issue 7,500 shares of common stock, with a par value of one dollar.

ARTICLE IV

The amount of capital with which this Corporation will begin business shall not be less than \$500.00

ARTICLE V

This Corporation shall have a perpetual existence.

ARTICLE VI

The address of the principal place of business or principal office of this Corporation is: 20423 State Road 7, Suite 211, Boca Raton, Florida 33498.

ARTICLE VII

This Corporation shall have two directors, initially, and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial directors of this Corporation are: David Brownell, 10543 Wheelhouse Circle, Boca Raton, Fl 33428 and Derrick L. Murry, 10270 S.W. 20<sup>th</sup> Court, Miramar, Fl 33925.

ARTICLE VIII

This Corporation shall and does hereby indemnify and hold harmless every director and every officer, or every former director and every former officer, their heirs, executors, and administrators to the full extent permitted by law.

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of this Corporation is or

are interested in, or is a director or officer or are the directors or officers of such other corporation and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of this Corporation or in which any person or persons, firm or corporation in the absence of fraud, shall be effected or invalidated by the fact that any director of directors of this Corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation in which he may be anyway interested. Any director of this Corporation may vote upon any contract or other transaction between this Corporation and any firm, association or corporation in which he may be anyway interested.

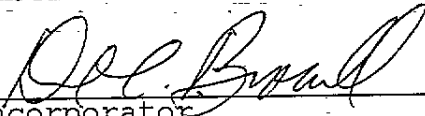
#### ARTICLE X

The names and address of the incorporator of this Corporation is: David Brownell, 10543 Wheelhouse Circle, Boca Raton, FL 33428.

#### ARTICLE XI

The name and address of the registered agent of this Corporation is: Randall H. Reed, CPA, 399 W. Palmetto Park Rd., #206, Boca Raton, FL 33432.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th November 1999.

  
Incorporator

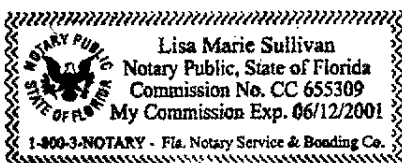
STATE OF FLORIDA        ) S.S.  
COUNTY OF PALM BEACH)

Before me, a notary public authorized to take acknowledgements in the State and County set above, personally appeared David Brownell, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19 date of November 1999.

  
Notary Public  
State of Florida at Large

My Commission expires:



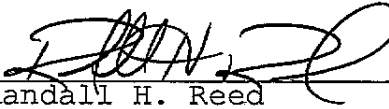
ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

**FILED**  
99 NOV 24 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation. The address of the Registered Agent is 399 W. Palmetto Park Rd., #206, Boca Raton, FL 33432.

  
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Randall H. Reed