

Gary R. Novotny \* 13510 Clubside Drive \* Tampa, FL \* 33624

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

November 22, 1999

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

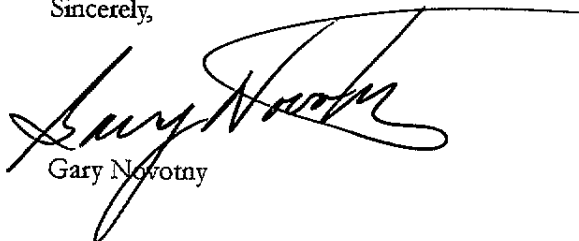
Dear Florida Department of State,

Dear Madam or Sir:

I wish to charter a corporation in the State of Florida and have enclosed Articles of Corporation and a check in the amount of \$78.75

I thank you for assistance in this matter.

Sincerely,

  
Gary Novotny

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**ATLANTIC HEALTH PLANS ADMINISTRATOR, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE ONE**  
**NAME**

The name of the corporation is Atlantic Health Plans Administrator, 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 13510 Clubside Drive, Tampa, Florida 33624.

**ARTICLE SIX  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 13510 Clubside Drive, Tampa, Florida 33624 and the name of its initial registered agent at such address, is Gary Novotny.

**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>
Gary Novotny	13510 Clubside Drive Tampa, Florida 33624
David Russell	P. O. Box 560427 Miami, Florida 33256-0427

**ARTICLE EIGHT  
INCORPORATORS**

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Gary Novotny	13510 Clubside Drive Tampa, Florida 33624
David Russell	P. O. Box 560427 Miami, Florida 33256-0427

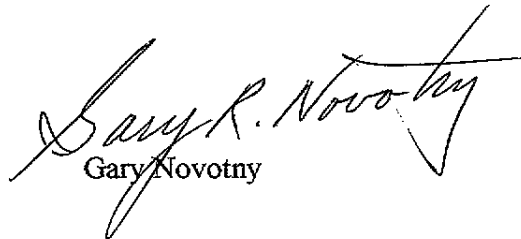
**ARTICLE NINE  
INDEMNIFICATION**

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, Gary Novotny, being the incorporator of this corporation, make and file these articles of incorporation this 12th day of November, 1999.

  
Gary Novotny

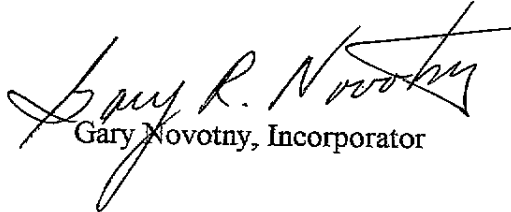
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

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

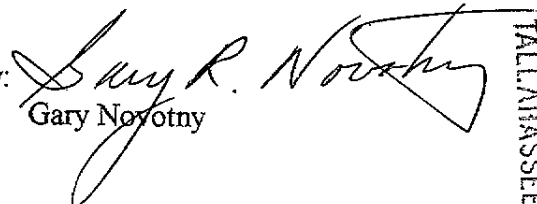
THAT STATEWIDE HEALTH PLANS ADMINISTRATOR, INC., DESIRING  
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT:

13510 Clubside Drive  
Tampa, Florida 33624

HAS NAMED GARY NOVOTNY, LOCATED AT 13510 CLUBSIDE DRIVE,  
TAMPA, FLORIDA 33624, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

  
Gary Novotny, 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:   
Gary Novotny

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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