WALTERS
LEVINE
BROWN
KLINGENSMITH
& THOMISON P.A.
ATTORNEYS AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ELINOR E. BAXTER
JOHN E. BROWN
ALAN F. GONZALEZ, L.L.M.
H. JACK KLINGENSMITH
STUART JAY LEVINE
MICHAEL S. PERRY
DONALD W. SCARLETT, JR.
LEIGH E. STEINER
JOSEPH F. SUMMONTE, JR.
JAMES E. THOMISON***
JOEL W. WALTERS****†

* Board Certified Real Estate Attorney
*** Board Certified Health Law Attorney
**** Certified Circuit Court Mediator
† Board Certified Business Litigation Attorney

EMAIL:
lmoody@walterslevine.com

November 14, 2001

VIA FEDERAL EXPRESS OVERNIGHT

Secretary of State
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

Re: Matrix Benefits Incorporated 0446-001

900004683769--7
-11/15/01--01044--019
*****78.75 *****78.75

Dear Sir/Madam:

We are enclosing an original and one copy of Articles of Incorporation for filing on behalf of the above-referenced corporation, and a check in the amount of $78.75 to cover the filing fees.

Please file the Articles, certify the enclosed copy and return the certified copy to us in the envelope provided.

Thank you for your attention to this matter.

Sincerely yours,

Linda Moody

Linda Moody, Legal Assistant to
James E. Thomison, Esquire

JET/lm
Enclosures

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ARTICLES OF INCORPORATION

OF

MATRIX BENEFITS INCORPORATED

The undersigned subscriber, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is Matrix Benefits Incorporated.

ARTICLE II

Nature of Business

The corporation is organized as a for profit corporation under Chapter 607, Florida Statutes, for the following purposes:

(a) To establish, own, manage and operate a Florida health insurance agency; and

(b) To engage in any other lawful business or activity authorized pursuant to Chapter 607 of the Florida Statutes.

ARTICLE III

Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar ($1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1515 Ringling Boulevard, Suite 900, Sarasota, Florida 34236 and the name of its initial registered agent at such address is James E. Thomison.

ARTICLE V

Directors

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders, provided that the corporation shall always have at least one director. The name and street address of the initial director of this corporation, who shall serve until his successors are duly elected and qualified, is:

Milind Agtey	51491 Norwich Drive Granger, Indiana 46530

ARTICLE VI

Officers

The names of the officers of this corporation are as follows:

Milind Agtey	President, Secretary and Treasurer

ARTICLE VII

Subscriber

The name and street address of the incorporator signing these articles of incorporation are:

James E. Thomison	1515 Ringling Boulevard, Suite 900 Sarasota, Florida 34236

ARTICLE VIII

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

51491 Norwich Drive
Granger, Indiana 46530

ARTICLE IX

Amendment

These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on November 14, 2001.

James E. Thomison

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FILED
01 NOV 15 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, James E. Thomison, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 14th day of November, 2001.

James E. Thomison