

ARTICLES OF INCORPORATION

of

Supplemental Health America, Inc.

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is

Supplemental Health America, Inc.

Article II

DURATION

The period of its duration is perpetual.

Article III

PURPOSE(s)

Insurance agent recruitment and insurance sales and the transaction of any or all lawful business for which corporations may be incorporated under this chapter.

Article IV

AUTHORIZED CAPITAL STOCK

The number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares and the par value of each share shall be Five Dollars (\$5.00).

Inst # 1997-17654

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Article V

REGISTERED OFFICE/AGENT

The location and street address of its initial registered office is 2585 Bridlewood Drive, Helena, Alabama 35080 and the name of its initial registered agent at such address is Ronald C. Reed.

Article VI

BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) director. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Ronald C. Reed
2585 Bridlewood Drive
Helena, Alabama 35080

Article VII

INCORPORATORS

The name and address of the sole incorporator is as follows:

<u>Name</u>	<u>Address</u>
Ronald C. Reed	2585 Bridlewood Drive Helena, Alabama 35080

Article VIII

INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the corporation are as provided in the bylaws.

Article IX

CONTRACTS

No contract or other transaction between the corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers or directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director individually or any firm of which any director may be a member may be a part or may be pecuniarily or otherwise interested in any contract or transaction of this corporation and any director of this corporation who is also a director or officer of such corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

Article X

STOCK PURCHASES

No stockholder of the corporation shall, because of his ownership of stock, have a pre-emptive right to purchase, subscribe for, or take any part of any stock, or any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of the corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase stock of the corporation authorized by this Certificate of Incorporation, or by an amended Certificate duly filed, may at any time be issued, optioned for sale and sold or disposed of by the corporation pursuant to resolution of its Board of Directors to such persons and upon such terms as may to such board seem proper without first offering such stock or securities or any part thereof to existing stockholders. The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation, on this, the 1st day of May, 1997.

Ronald C. Reed

Ronald C. Reed

State of Alabama)
Shelby County)

I, the undersigned, a Notary Public in and for said County and said State, hereby certify that Ronald C. Reed, whose name is signed to the foregoing Articles of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the said Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 1st day of May, 1997.

Carol A. Williams

Notary Public

My Commission Expires: *December 4, 2000*

EXHIBIT "A"

SUBSCRIPTION LIST TO STOCK

OF

Supplemental Health America, Inc.

All of the shares of stock subscribed for by the subscribers listed below are issued and hereby declared to be fully paid stock:

Ronald C. Reed	Two Hundred Shares	\$1,000.00
2585 Bridlewood Drive		
Helena, Alabama 35080		

AFFIDAVIT

STATE OF ALABAMA,
SHELBY COUNTY.

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared Ronald C. Reed, who, being by me first duly sworn, deposes and says: "That he is the agent of Supplemental Health America, Inc. designated by the person creating this corporation to receive subscriptions to the capital stock of said corporation, that the foregoing is a true and correct list of subscriptions to the capital stock of the said corporation, together with the number of shares subscribed for by each, and the amount paid therefor, and that all of said subscriptions have been paid for in cash or by transfer to the corporation of property having a cash market value equal to or in excess of the total par value of said stock."

Ronald C. Reed

Ronald C. Reed

Sworn to and subscribed before me,
this the 1st day of May, 1997.

Carol A. Williams

NOTARY PUBLIC

My Commission Expires December 4, 2000

EXHIBIT "B"

STATE OF ALABAMA,

SHELBY COUNTY.

We, the undersigned, do hereby subscribe for and agree to take and pay for, in cash and/or by transfer of property, the number of shares of common stock of the par value of Five Dollars per share, of Supplemental Health America, Inc., a corporation proposed to be organized under the laws of the State of Alabama, that is set opposite my name.

<u>NAME:</u>	<u>NUMBER OF SHARES:</u>	<u>CONSIDERATION:</u>
Ronald C. Reed	200	\$1,000.00



Ronald C. Reed

Done this 1st day of May, 1997.

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Supplemental Health America, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Ronald C Reed, 2585 Bridlewood Drive, Helena, AL 35080 for a period of one hundred twenty days beginning March 26, 1997 and expiring July 25, 1997.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

March 26, 1997

Date

Jim Bennett

Secretary of State

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10:20 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
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