

**ARTICLES OF ORGANIZATION
OF
HEALTH BENEFITS PLUS, L.L.C.**

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, pursuant to the provisions of the Alabama Limited Liability Company Act, Section 10-12-1 et.seq. CODE OF ALABAMA, (1975), as amended from time to time, for the purpose of forming a limited liability company under the laws of the State of Alabama hereby adopt the following limited liability company Articles of Organization:

**ARTICLE I
Name**

The name of the limited liability company is Health Benefits Plus, L.L.C., which is hereinafter referred to as "the Company."

**ARTICLE II
Period of Duration**

The period of duration of the Company shall be from the date of filing until December 31, 2050, unless it is dissolved and its affairs are wound up prior to that date in accordance with the Alabama Limited Liability Company Act (the "Act").

**ARTICLE III
Purpose**

(a) **Principal Purposes.** The purposes for which the Company is formed are as follows: To establish a network of health benefit services providers of every kind, nature and character.

(b) **Ancillary Purposes.** To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all

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other things incidental to them or connected with them that are permitted or not forbidden by the Alabama Limited Liability Company Act, by other law or by these Articles of Organization.

ARTICLE IV
Address of Initial Registered Office
and Name of Initial Registered Agent at that Address

The location and street address of the initial registered office of the Company shall be 5236 Harvest Ridge Lane, Birmingham, Alabama 35242 and the registered agent at such address shall be David I. Beauchaine.

ARTICLE V
Initial Members

The names and mailing addresses of the initial members of the Company are:

<u>Name</u>	<u>Address</u>
Rex D. Hill	RR 1, Box 311M Moultonboro, NH 03254
David C. Bellin	4045 Milners Crescent Birmingham, AL 35242
David I. Beauchaine	5236 Harvest Ridge Lane Birmingham, AL 35242
Brian N. Black	490 Keith Drive Birmingham, Alabama 35242

ARTICLE VI
Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members, and the terms and conditions of their admission shall be as set forth in the Company's Operating Agreement.

ARTICLE VII
Continuation of Business

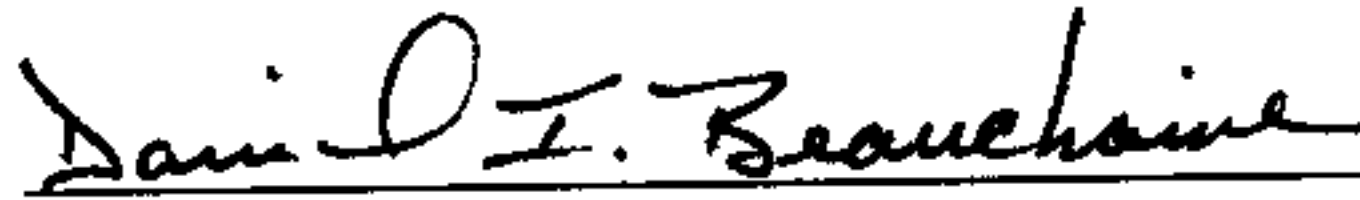
The Company may be reconstituted and the business of the Company may be continued following an event of dissociation which terminates the membership of a member of the Company if (i) there are at least two remaining members or at least one remaining member and a new member is admitted, and (ii) the business of the Company, is continued by the written consent of all of the remaining members within ninety days after the occurrence of the event of dissociation.

IN WITNESS WHEREOF, these Articles have been subscribed as of the 13th day of October, 1997, by the undersigned members, who affirm that the statements made herein are true under the penalties of perjury.

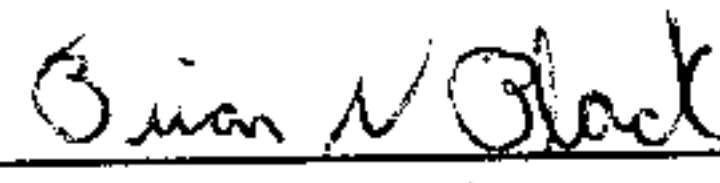
BY ITS MEMBERS:



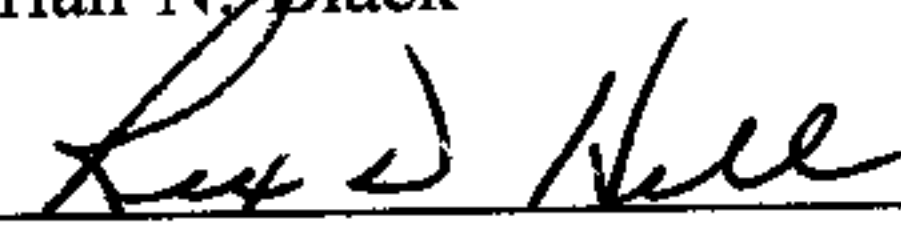
David C. Bellin



David I. Beauchaine



Brian N. Black



Rex D. Hill

This Instrument was Prepared by:

Daniel L. Lindsey, Jr., Esq.
Rushton, Stakely, Johnston & Garrett, P. A.
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Montgomery, AL 36104
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Montgomery, AL 36101-0270
Teleph: (334) 206-3100

STATE OF ALABAMA)
 :
COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said State at Large, hereby certify that David C. Bellin, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand and official seal of office this 13th day of October, 1997.



Notary Public

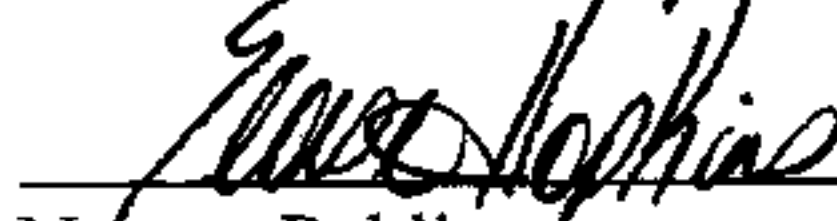
My Commission Expires: Notary Public, Alabama, State at Large
~~My Commission Expires October 19, 1999~~

(SEAL)

STATE OF ALABAMA)
 :
COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said State at Large, hereby certify that David I. Beauchaine, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand and official seal of office this 13th day of October, 1997.



Notary Public

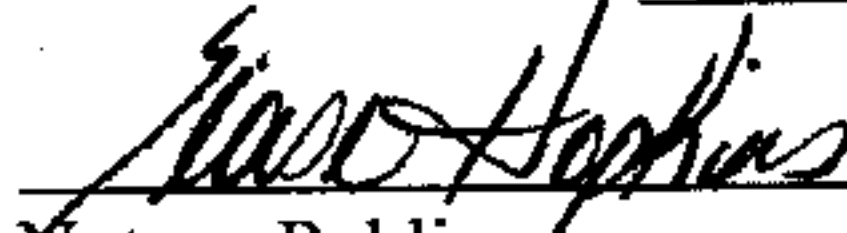
My Commission Expires: Notary Public, Alabama, State at Large
~~My Commission Expires October 19, 1999~~

(SEAL)

STATE OF ALABAMA)
:
COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said State at Large, hereby certify that Brian N. Black, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand and official seal of office this 13th day of October, 1997.



Notary Public

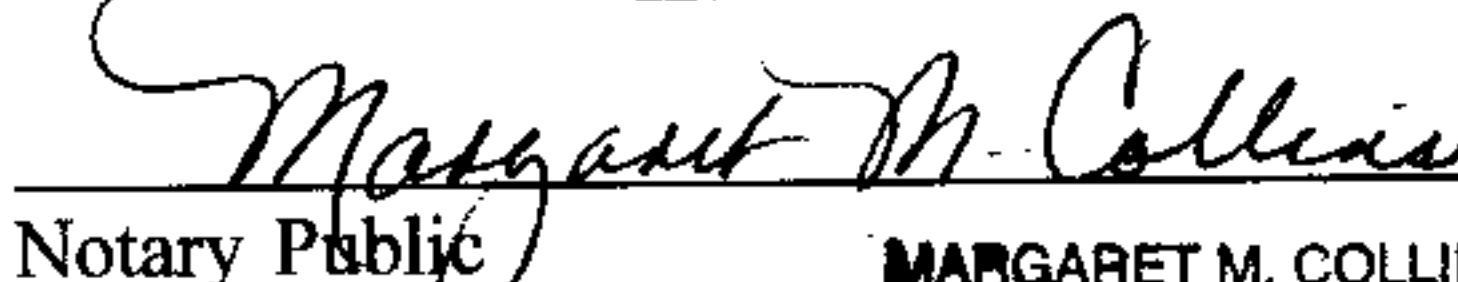
My Commission Expires: Notary Public, Alabama, State at Large
My Commission Expires October 19, 1999

(SEAL)

STATE OF NEW HAMPSHIRE)
:
COUNTY OF MERRIMACK)

I, the undersigned authority, a Notary Public in and for said State at Large, hereby certify that Rex D. Hill, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand and official seal of office this 10th day of October, 1997.



Notary Public

My Commission Expires: MARGARET M. COLLINS, Notary Public
My Commission Expires March 22, 2000

(SEAL)

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