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MERGER OR SHARE EXCHANGE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



December 28, 2005

FLORIDA DEPARTMENT OF STATE

Division of Corporations

FLORIDA HEALTH PLAN HOLDINGS, L.L.C.
300 SOUTH PARK RD.
HOLLYWOOD, FL 33021

SUBJECT: FLORIDA HEALTH PLAN HOLDINGS, L.L.C.
REF: L00000009473

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Document Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
BEACON HOLDINGS, L.L.C.
INTO
FLORIDA HEALTH PLAN HOLDINGS, L.L.C.**

Pursuant to Sections 607.1109, 608.4362 and/or 620.203 of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger:

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for the merging entity are:

Beacon Holdings, L.L.C.
300 South Park Road
Hollywood, FL 33201
Jurisdiction: Florida
Entity Type: LLC

Florida Document/Registration Number: L0000003573
FEI Number: 59-3651562

SECOND: The exact name, street address of its principal office, jurisdiction and entity type for the surviving entity are:

Florida Health Plan Holdings, L.L.C.
300 South Park Road
Hollywood, FL 33201
Jurisdiction: Florida
Entity Type: LLC

Florida Document/Registration Number: L0000009473
FEI Number: 59-365373

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108, 608.436, 617.1103 and/or 620.201 of the Florida Statutes and was approved by each limited liability company that is a party to the merger in accordance with Chapter(s) 607, 617, 608 and/or 620 of the Florida Statutes.

FOURTH: The written consent of each member and manager of each entity that is a party to the merger has been obtained pursuant to the Florida Statutes.

FIFTH: The merger is permitted under the laws of the state of Florida and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

SIXTH: The merger shall be come effective as of December 31, 2005

SEVENTH: These Articles of Merger comply and are executed in accordance with the laws of the state of Florida.


[SIGNATURES ON NEXT PAGE]

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BEACON HOLDINGS, L.L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Steven M. Scott, M.D.
Manager

FLORIDA HEALTH PLAN HOLDINGS, L.L.C.



Steven M. Scott, M.D.
Manager

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Plan of Merger

This Plan of Merger (the "Plan of Merger") sets forth the terms of a merger of BEACON HOLDINGS, L.L.C., a Florida limited liability company ("Beacon"), and FLORIDA HEALTH PLAN HOLDINGS, L.L.C., a Florida limited liability company ("Holdings");

A. Merger.

Pursuant to the Florida Statutes 36-608-438, et. seq., as amended, Beacon (the "Merging Company") shall be merged into Holdings (the "Merger").

B. Surviving Company.

Holdings shall be the Surviving Company ("Surviving Company"), and the Surviving Company shall continue to be governed by the laws of the State of Florida.

C. Terms and Conditions of the Merger.

Pursuant to the terms and conditions of this Plan of Merger, the Merging Company will merge into the Surviving Company. Upon the Merger becoming effective, the existence of the Surviving Company will continue and the existence of the Merging Company shall cease. The title to all real estate and other property owned by the Merging Company will be vested in the Surviving Company without reversion or impairment. The Surviving Company will have all liabilities of the Merging Company. The Merger shall become effective at midnight on December 31, 2005 (the "Effective Date").

The articles of organization of the Surviving Company shall continue to be the articles of organization of the Surviving Company until and unless amended as provided by law. The operating agreement of the Surviving Company (the "Operating Agreement") shall continue to be the operating agreement of the Surviving Company until and unless amended as provided by law.

The persons who on the Effective Date are managers and officers of the Surviving Company shall continue to be managers and officers of the Surviving Company in accordance with the terms of the Operating Agreement and shall continue to serve pursuant thereto.]

D. Conversion of Membership Interests.

Upon the consummation of the Merger, each members' interests in the Merging Company and the Surviving Company will be exchanged for the interests in the Surviving Company as set forth below:]

Steven M. Scott and Rebecca J. Scott, 100%
as tenants by the entirety

E. Member/Manager.

The member of Beacon Holdings, L.L.C. is Vista Health Plan Holdings, Inc. of which Steven M. Scott, M.D. is the president; the manager of Beacon Holdings, L.L.C. is Steven M. Scott, M.D.

The member of Florida Health Plan Holdings, L.L.C. is Beacon Holdings, L.L.C. of which Steven M. Scott, M.D. is the president; the manager of Florida Health Plan Holdings, L.L.C. is Steven M. Scott, M.D.

The address for this member (Steven M. Scott) is 300 South Park Road Hollywood, FL 33201