

L04000036856

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A handwritten signature or initials in the bottom right corner of the page.

Moore & Van Allen

July 24, 2006

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee FL 32301
Attn: LLC Department

**Re: Florida Health Plan Administrators, LLC and
Vista Health Plan Holdings, Inc.**

Margaret S. Cate
Paralegal

T 919 286 8109
F 919 286 8199
maggiecate@mvalaw.com

Moore & Van Allen PLLC

Suite 500
430 Davis Drive
PO Box 13706
Research Triangle Park, NC 27709

Courier:
Suite 500
430 Davis Drive
Morrisville, NC 27560

Dear Sir or Madam:

Enclosed please find an original Certificate of Merger for Florida Health Plan Administrators, LLC (Florida registration number: L04000036856). Also enclosed is a check in the amount of \$90.00 representing the total filing fee per entity in the amount of \$70.00 and certified request fee in the amount of \$30.00.

Please return the certified document to me at the address indicated above via Federal Express and charge our account no: 0276-0360-2.

Do not hesitate to contact me at 919-286-8109 if you have any questions.

Very truly yours,

Moore & Van Allen PLLC



Maggie Cate
Legal Assistant

Enclosures

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State of Florida
Department of State, Division of Corporations

CERTIFICATE OF MERGER
MERGING
VISTA HEALTH PLAN HOLDINGS, INC.,
a Delaware corporation
INTO
FLORIDA HEALTH PLAN ADMINISTRATORS, LLC,
a Florida limited liability company

The following certificate of merger is being submitted in accordance with the provisions of section 607.4382 of the Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each *merging* party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Vista Health Plan Holdings, Inc. 300 South Park Road Hollywood, Florida 33021	Delaware	Corporation

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each *surviving* party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Florida Health Plan Administrators, LLC 300 South Park Road Hollywood, FL 33021 (Florida Document/Registration Number: L04000036856)	Florida	Limited Liability Company

THIRD: The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by the domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of its jurisdiction.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the organizational documents of the parties to the merger.

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SIXTH: This Certificate of Merger shall become effective upon filing.

SEVENTH: This Certificate of Merger complies with and was executed in accordance with the laws of each party's applicable jurisdiction.

This the 24th day of July, 2006.

SURVIVING ENTITY:

FLORIDA HEALTH PLAN
ADMINISTRATORS, LLC

By: 

Steven M. Scott, M.D., Manager

MERGING ENTITY:

VISTA HEALTH PLAN HOLDINGS, INC.

By: 

Steven M. Scott, M.D., President

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**PLAN OF MERGER
MERCING
VISTA HEALTH PLAN HOLDINGS, INC.
INTO
FLORIDA HEALTH PLAN ADMINISTRATORS, LLC**

ARTICLE I

Merger. Vista Health Plan Holdings, Inc., a Delaware corporation (the “Merging Entity”) shall be and it hereby is merged (the “Merger”) into Florida Health Plan Administrators, LLC, a Florida limited liability company (the “Surviving Entity”), as the surviving business entity of the Merger.

ARTICLE II

Required Approvals. The consummation of the Merger shall be expressly contingent upon the proper filing of all documents and the receipt of all required approvals, if any.

ARTICLE III

Effective Time. The Merger shall become effective on the first date upon which (i) a Certificate of Merger has been filed in the office of the Department of State, Division of Corporations for the State of Delaware in a form acceptable under the applicable laws of the State of Delaware, and (ii) a Certificate of Merger has been filed in the office of the Department of State, Corporations Division for the State of Florida in a form acceptable under the applicable laws of the State of Florida. The time at which the Merger becomes effective shall hereinafter be referred to as the “Effective Time.”

ARTICLE IV

Surviving Entity. The Surviving Entity shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida and the Florida Limited Liability Company Act, but the separate existence of Merging Entity shall cease forthwith upon the Effective Time.

ARTICLE V

Organizational Documents. The Articles of Organization and Operating Agreement of the Surviving Entity shall be the Articles of Organization and Operating Agreement of the Surviving Entity following the Effective Time unless and until the same shall be amended or repealed in accordance with the provisions thereof and applicable law. The Articles of Organization of Surviving Entity shall constitute the Articles of Organization of the Surviving Entity separate and apart from this Plan of Merger and may be separately certified as the Articles of Organization of Surviving Entity.

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ARTICLE VI

Conversion of Outstanding Stock. Upon the Effective Time, (i) each of the issued and outstanding shares of stock of Merging Entity prior to the Effective Time, and all rights in respect thereof, shall be cancelled on the books and records of the Merging Entity, and, (ii) each of the issued and outstanding membership interests in the Surviving Entity prior to the Effective Time shall continue to constitute all of the issued and outstanding membership interests in the Surviving Entity.

ARTICLE VII

Assumption of Assets, Liabilities. At the Effective Time, the Surviving Entity shall possess all the rights, privileges, powers and franchises of any nature, and shall become subject to all the restrictions, liabilities and duties of the Merging Entity, and all property, real, personal and mixed, and all debts due to Merging Entity on whatever account, as well as stock subscriptions and all other things in action belonging to Merging Entity and Surviving Entity shall be vested in Surviving Entity. Additionally, all property, assets, rights, privileges, powers, franchises and immunities and all and every other interest shall be thereafter as effectually the property of Surviving Entity as they were of the respective parties, and shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either Merging Entity or Surviving Entity shall be preserved unimpaired and all debts, liabilities, obligations, and duties of the respective business entities shall henceforth attach to Surviving Entity and may be enforced against it to the same extent as if those debts, liabilities, obligations and had been incurred or contracted by Surviving Entity.

ARTICLE VIII

Transfers. From time to time, as and when requested by Surviving Entity, or its successors or assigns, Merging Entity shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be taken all such further or other actions, as Surviving Entity, or its successors or assigns, may deem necessary or desirable in order to vest in and confirm to Surviving Entity, and its successors or assigns, title to and possession of all the property, rights, privileges, powers and franchises referred to herein and otherwise to carry out the intent and purposes of this Plan of Merger. If Surviving Entity shall at any time deem that any further assignment or assurances of law or any other acts are necessary or desirable to vest, perfect or confirm of record or otherwise the title to any property or to enforce any claims of Merging Entity acquired by Surviving Entity under this Plan of Merger, the proper officers of Surviving Entity at that time are hereby specifically authorized as attorneys-in-fact of Merging Entity (this appointment being irrevocable as one coupled with an interest) to execute and deliver any and all such proper deeds, assignments, and assurances of law and to do all such other acts, in the name and on behalf of Merging Entity or otherwise, as those officers shall deem necessary or appropriate.

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