

L04000036856

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

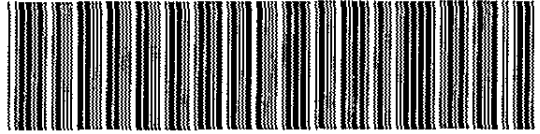
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

L-9473
L04-36856

AL

Office Use Only



800077967848

07/26/06--01037--007 **105.00

2006 JUL 26 P 12: 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Moore & Van Allen

July 25, 2006

VIA FEDERAL EXPRESS

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

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

**Re: Florida Health Plan Holdings, LLC
Florida Health Plan Holdings II, LLC and
Florida Health Plan Administrators, LLC**

Dear Sir or Madam:

Enclosed please find an original Certificate of Merger for the above referenced entities. Also enclosed is a check in the amount of \$105.00 representing the total filing fee per entity in the amount of \$75.00 and certified copy 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

2006 JUL 28 P 12 32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida
Department of State, Division of Corporations

2006 JUL 26 P 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CERTIFICATE OF MERGER
MERGING
FLORIDA HEALTH PLAN HOLDINGS, L.L.C.,
a Florida limited liability company
AND
FLORIDA HEALTH PLAN HOLDINGS II, L.L.C.,
a Florida limited liability company
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>
Florida Health Plan Holdings, L.L.C. 300 South Park Road Hollywood, Florida 33021 (Florida Document/Registration Number: L00000009473)	Florida	Limited Liability Company
Florida Health Plan Holdings II, L.L.C. 300 South Park Road Hollywood, Florida 33021 (Florida Document/Registration Number: L01000000984)	Florida	Limited Liability Company

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 each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: 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.

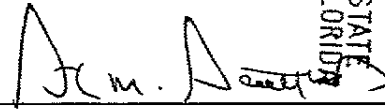
FIFTH: This Certificate of Merger shall become effective upon filing.

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

This the 25th day of July, 2006.

SURVIVING ENTITY:

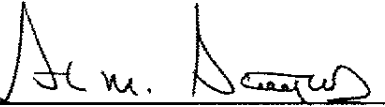
FLORIDA HEALTH PLAN ADMINISTRATORS, LLC

By: 
Steven M. Scott, M.D., Manager


FILED
2006 JUL 26 P 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGING ENTITIES:

FLORIDA HEALTH PLAN HOLDINGS, L.L.C.

By: 
Steven M. Scott, M.D., Manager

FLORIDA HEALTH PLAN HOLDINGS II, L.L.C.

By: 
Steven M. Scott, M.D., Manager

**PLAN OF MERGER
MERCING
FLORIDA HEALTH PLAN HOLDINGS, L.L.C.
AND
FLORIDA HEALTH PLAN HOLDINGS II, L.L.C.
INTO
FLORIDA HEALTH PLAN ADMINISTRATORS, LLC**

FILED
2006 JUL 26 P 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Merger. Florida Health Plan Holdings, L.L.C., a Florida limited liability company (“FHPH”), and Florida Health Plan Holdings II, L.L.C., a Florida limited liability company (“FHPH2”) (FHPH and FHPH2 collectively referred to as the “Merging Entities”) shall be and hereby are 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 date upon which 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.

ARTICLE VI

Conversion of Outstanding Membership Interests. Upon the Effective Time, (i) each of the issued and outstanding membership interests of the Merging Entities prior to the Effective Time, and all rights in respect thereof, shall be cancelled on the books and records of the Merging Entities, 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 Entities, and all property, real, personal and mixed, and all debts due to the Merging Entities on whatever account, as well as membership subscriptions and all other things in action belonging to the Merging Entities 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 of the Merging Entities 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 duties 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, the Merging Entities, or either of them, 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 the Merging Entities, or either of them, 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 each of the Merging Entities (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 the Merging Entities, or either of them, or otherwise, as those officers shall deem necessary or appropriate.

FILED
MAY 21 P 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA