

J28248



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 160307 4352697

AUTHORIZATION :

Patricia Pujar

COST LIMIT : \$ ~~350.00~~ 385.00

ORDER DATE : March 8, 1999

ORDER TIME : 10:40 AM

ORDER NO. : 160307-005

EFFECTIVE DATE
3/31/99

CUSTOMER NO: 4352697

CUSTOMER: Ms. Patricia K. Kaster
Humana Inc.
500 West Main Street
P.O. Box 1438
Louisville, KY 40202

FILED
99 MAR -9 PM 2:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Morgan

500002799585-6

ARTICLES OF MERGER

DELRAY BEACH HEALTH MANAGEMENT
ASSOCIATES, INC. ***

INTO

HUMANA MEDICAL PLAN, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

OR

3/16/99

RECEIVED
99 MAR -9 PM 12:05
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DELRAY BEACH HEALTH MANAGEMENT ASSOCIATES, INC., a Fla corp
K18531

FAMILY HEALTH PLAN ADMINISTRATORS, INC., a Fla corp. S50396

HEALTH INCLUSIVE PLAN OF FLORIDA, INC., a Fla corp. G80558

HUMANA INTERNAL MEDICINE ASSOCIATES OF THE PALM BEACHES, INC
a Fla corp. P93000045238

HUMANA HEALTH CARE PLANS-PALM SPRINGS, INC., a Fla corp
P93000045055

HUMANA HEALTH CARE PLANS-ROLLING HILLS, INC., a Fla corp.
P95000019005

HUMANA HEALTH CARE PLANS-SOUTH PEMBROKE PINES, INC. a FL corp.
P95000019008

HUMANA HEALTH CARE PLANS-WEST PALM BEACH, INC. a Fla corp
P93000045059

HUMANA INTERNAL MEDICINE ASSOCIATES, INC., a Fla corp
P93000045230 HUMANA HEALTH CARE PLANS - DAVIE, INC., a Fla corp.
P95000019045

INTO

HUMANA MEDICAL PLAN, INC., a Florida corporation, J28248.

File date: March 9, 1999 , effective March 31, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: \$85.00

EFFECTIVE DATE
3/31/99

STATE OF FLORIDA

ARTICLES OF MERGER

OF

THE CORPORATIONS LISTED ON EXHIBIT "A"

INTO

HUMANA MEDICAL PLAN, INC.

FILED
99 APR -9 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1107 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger (the "Articles"):

FIRST: The plan of merger is as follows:

(1) The Corporations listed on Exhibit "A" attached hereto, all of which are Florida corporations (the "Non-Survivors"), shall merge into Humana Medical Plan, Inc., a Florida corporation (the "Merger") which is hereinafter designated as the surviving corporation of the Merger ("HMP" or the "Surviving Corporation"); and

(2) Terms of the Merger. The Merger shall become effective for share exchange purposes on March 31, 1999 (the "Effective Time of Merger"). At the Effective Time of Merger (i) the separate existence of the Non-Survivors shall cease and the Non-Survivors shall be merged with and into HMP with HMP continuing in existence as the Surviving Corporation, and (ii) HMP shall succeed to all rights and privileges and assume all liabilities and obligations of the Non-Survivors effective on and after March 31, 1999.

(3) Taking of Necessary Action. HMP and the Non-Survivors, respectively, shall take all action as may be necessary or appropriate in order to effectuate the transactions contemplated by these Articles. In case, at any time and from time to time after the Effective Time of the Merger, any further action is necessary or desirable to carry out the purposes of these Articles and to vest the Surviving Corporation effective on and after March 31, 1999 with full title to all properties, assets, rights, approvals, immunities and franchises of the Non-Survivors, the persons serving as officers and directors of the Non-Survivors prior to the Effective Time of the Merger, at the expense of the Surviving Corporation, shall be authorized to take any and all such actions on behalf of the Non-Survivors deemed necessary or desirable by the Surviving Corporation.

(4) Effect on Capital Stock. a) On the Effective Time of the Merger, each issued and outstanding share of capital stock of HMP shall remain outstanding and shall represent one issued and outstanding share of the Surviving Corporation and all of the issued and outstanding shares of the capital stock of the Non-Survivors shall be canceled and no shares of the Surviving Corporation shall be issued in exchange therefor.

(b) There are no rights to acquire shares, obligations, or other securities of the Surviving Corporation or any of the Non-Survivors, in whole or in part, for cash or other property.

(5) General Provisions.

(a) By-laws of Surviving Corporation. The By-laws of HMP shall be the By-laws of the Surviving Corporation. No changes or amendments shall be made to the By-laws because of the Merger.

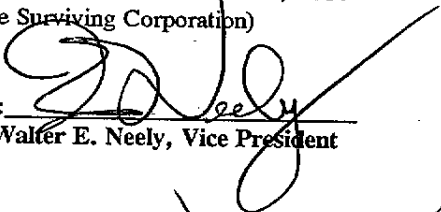
(b) Directors and Officers. The directors and officers of HMP shall be the directors and officers of the Surviving Corporation and shall serve until their successors are duly elected and qualified.

SECOND: The effective date of the certificate of merger for share exchange purposes shall be the 31st day of March, 1999.

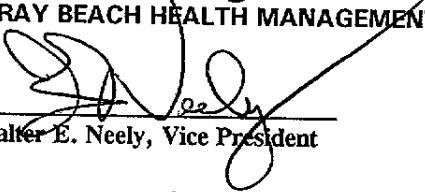
THIRD: The plan of merger was adopted by the sole shareholder of the Non-Survivors, on the 5th day of March, 1999, and was adopted by the sole shareholder of HMP on the 5th day of March, 1999.

Signed this 5th day of March, 1999.

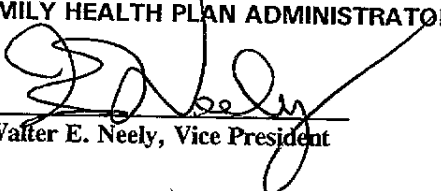
HUMANA MEDICAL PLAN, INC.
(the Surviving Corporation)

By: 
Walter E. Neely, Vice President

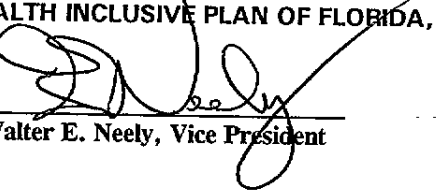
DELRAY BEACH HEALTH MANAGEMENT ASSOCIATES, INC.

By: 
Walter E. Neely, Vice President

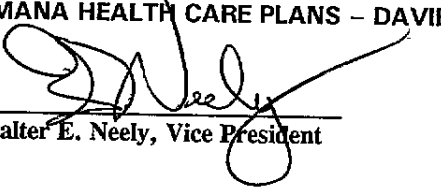
FAMILY HEALTH PLAN ADMINISTRATORS, INC.

By: 
Walter E. Neely, Vice President

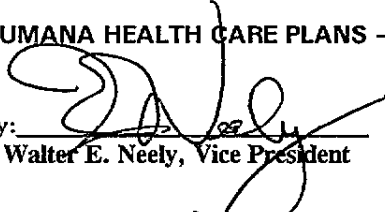
HEALTH INCLUSIVE PLAN OF FLORIDA, INC.

By: 
Walter E. Neely, Vice President

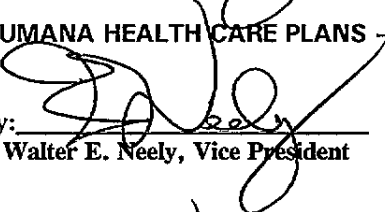
HUMANA HEALTH CARE PLANS - DAVIE, INC.

By: 
Walter E. Neely, Vice President

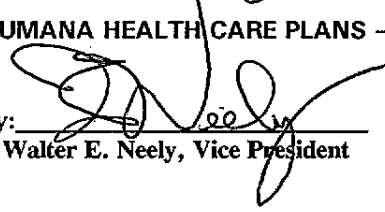
HUMANA HEALTH CARE PLANS – PALM SPRINGS, INC.

By: 
Walter E. Neely, Vice President

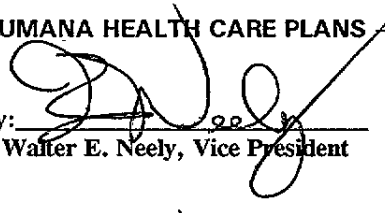
HUMANA HEALTH CARE PLANS – ROLLING HILLS, INC.

By: 
Walter E. Neely, Vice President

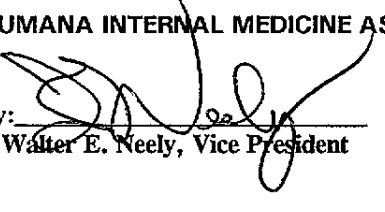
HUMANA HEALTH CARE PLANS – SOUTH PEMBROKE PINES, INC.

By: 
Walter E. Neely, Vice President

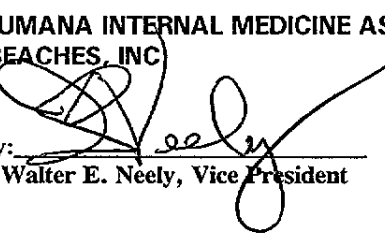
HUMANA HEALTH CARE PLANS – WEST PALM BEACH, INC.

By: 
Walter E. Neely, Vice President

HUMANA INTERNAL MEDICINE ASSOCIATES, INC.

By: 
Walter E. Neely, Vice President

**HUMANA INTERNAL MEDICINE ASSOCIATES OF THE PALM
BEACHES, INC**

By: 
Walter E. Neely, Vice President

NON-SURVIVING CORPORATIONS OF MERGER 3/31/99

EXHIBIT "A"

CORPORATION NAME	STATE OF INC
Delray Beach Health Management Associates, Inc.	FL .
Family Health Plan Administrators, Inc.	FL .
Health Inclusive Plan of Florida, Inc.	FL .
Humana Health Care Plans - Davie, Inc.	FL .
Humana Health Care Plans - Palm Springs, Inc.	FL .
Humana Health Care Plans - Rolling Hills, Inc.	FL .
Humana Health Care Plans - South Pembroke Pines, Inc.	FL .
Humana Health Care Plans - West Palm Beach, Inc.	FL .
Humana Internal Medicine Associates, Inc.	FL .
Humana Internal Medicine Associates of the Palm Beaches, Inc.	FL .