

J28248



ACCOUNT NO. : 072100000032

REFERENCE : 209686 4352697

AUTHORIZATION

Patricia Piggett

COST LIMIT : \$ 70

ORDER DATE : April 19, 1999

ORDER TIME : 9:42 AM

200002844812--2

ORDER NO. : 209686-005

CUSTOMER NO: 4352697

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

ARTICLES OF MERGER

RECEIVED

99 APR 20 AM 11:24

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

LAKE SIDE MEDICAL CENTER
MANAGEMENT, INC.

INTO

HUMANA MEDICAL PLAN, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 20 PM 12:33

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

EFFECTIVE DATE
4-30-99

Merger
CC
4-20-99

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

LAKESIDE MEDICAL CENTER MANAGEMENT, INC., a Florida corporation,
H90686

INTO

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

File date: April 20, 1999 EFFECTIVE DATE 4-30-90

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

STATE OF FLORIDA
ARTICLES OF MERGER
OF
LAKESIDE MEDICAL CENTER MANAGEMENT, INC.
INTO
HUMANA MEDICAL PLAN, INC.

FILED
99 APR 20 PM 12:33
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) Lakeside Medical Center Management, Inc., a Florida corporation (the "Non-Survivor"), 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 April 30, 1999 (the "Effective Time of Merger"). At the Effective Time of Merger (i) the separate existence of the Non-survivor shall cease and the Non-survivor 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-Survivor effective on and after April 30, 1999.

(3) Taking of Necessary Action. HMP and the Non-Survivor, 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 April 30, 1999 with full title to all properties, assets, rights, approvals, immunities and franchises of the Non-survivor, the persons serving as officers and directors of the Non-Survivor 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-survivor 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-Survivor 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 the Non-Survivor, in whole or in part, for cash or other property.

EFFECTIVE DATE
4-30-99

(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.

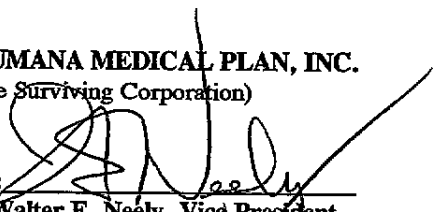
(b) Directors and Officers. The directors and officers of HMP shall be the directors and officers of the Surviving Corporation and shall serve until their successors are duly elected and qualified.

SECOND: The effective date of the certificate of merger for share exchange purposes shall be the 30th day of April, 1999.

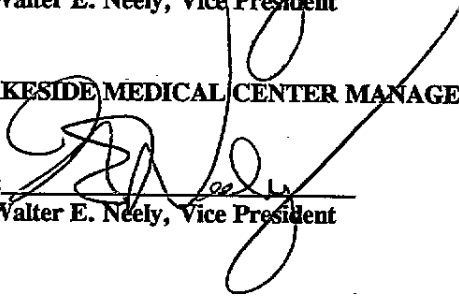
THIRD: The plan of merger was adopted by the sole shareholder of the Non-survivor, on the 16th day of April, 1999, and was adopted by the sole shareholder of HMP on the 16th day of April, 1999.

Signed this 16th day of April, 1999.

HUMANA MEDICAL PLAN, INC.
(the Surviving Corporation)

By: 
Walter E. Neely, Vice President

LAKESIDE MEDICAL CENTER MANAGEMENT, INC.

By: 
Walter E. Neely, Vice President