

12/29/2005 09:48 850227515
Division of Corporations

CT CORP

PAGE 01/05

Page 1 of 1

L00000009473
FILEDFlorida Department of State
Division of Corporations
Public Access System

2005 DEC 27 A 9:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000292156 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : PCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926MERGER OR SHARE EXCHANGE
FLORIDA HEALTH PLAN HOLDINGS, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	045
Estimated Charge	\$105.00

RECEIVED

05 DEC 29 AM 8:00

DIVISION OF CORPORATIONS

DHH: Agans!
All fixed
(u)

AL

\$50.00 please note power fees

Electronic Filing Menu

Corporate Filing

Public Access Help

L-3573

please
breakdown
to
12/27/05

12/29/2005 09:48 8502227615
850-205-0381

CT CORP

PAGE 02/05

12/28/2005 9:05

PAGE 001/001

Florida Dept of State

FILED

2005 DEC 27 A 9:19

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 resubmit 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.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H05000292156
Letter Number: 705A00073693

12/29/2005 09:48 8502227615

CT CORP

PAGE 03/05

DEC-27-2005 11:23

CT CORPORATION

4046886498

P.02/04

FILED

2005 DEC 27 A 9:19

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: L00000003573
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: L00000009473
FEI Number: 59-3665373

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)

page 1 of 3

12/29/2005 10:15 850-245-6897

FL DEPT OF STATE

PAGE 07/16

12/29/2005 09:48 8502227615

CT CORP

PAGE 04/05

DEC-27-2005 11:23

CT CORPORATION

4040806498 P.03/04

FILED

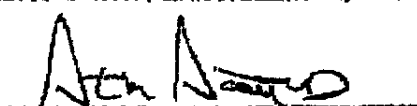
2005 DEC 27 A 9:19

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

FILED

2005 DEC 27 A 9:19

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