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Florida Department of State
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LIMITED LIABILITY COMPANY

AL

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

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

Reference: 1520149-0004
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ARTICLES OF ORGANIZATION

OF

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

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes (the "Florida Limited Liability Company Act"), files these Articles of Organization for the purpose of forming a Limited Liability Company under the laws of the State of Florida.

1. NAME.

The name of the Limited Liability Company is FLORIDA HEALTH PLAN HOLDINGS II, L.L.C. (hereinafter referred to as the "Company").

2. PERIOD OF DURATION.

The period of duration of the Company shall not exceed the maximum term permitted under the Florida Limited Liability Company Act. The Company may be dissolved sooner, however, as provided in the Florida Limited Liability Act or the written Operating Agreement to be executed by all of the Members of the Company.

3. PURPOSE.

The purpose for which the Company is organized is to own and operate health maintenance organizations, to do everything incidental or necessary relating thereto, and to engage in any and all other businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

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4. ADDRESS OF PRINCIPAL PLACE OF BUSINESS.

The mailing address and the street address of the principal place of business in Florida for the Company is: 3520 Thomasville Road, Suite 200, Tallahassee, FL 32308. Such address may be changed from time to time as provided in the Operating Agreement.

5. REGISTERED AGENT.

The initial registered agent in Florida for the Company is: Cathi C. Wilkinson, and the initial registered office of the Company is located at 215 South Monroe Street, Second Floor, Tallahassee, FL 32301.

6. INITIAL CAPITAL CONTRIBUTIONS.

The total amount of cash and description of the agreed value of property other than cash contributed to the Company, if any, is: One Hundred and No/100 Dollars (\$100.00).

7. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all Members and the times at which contributions shall be made, are as follows: No additional contribution have been agreed to as of the date of filing of these Articles of Organization. Additional contributions, if any, will be made as provided in the Operating Agreement.

8. MEMBERS; ADMISSION OF NEW MEMBERS.

The Company shall have at least one (1) member. New Members may be admitted in the manner provided in the Operating Agreement.

9. CONTINUITY OF BUSINESS.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company, the business of the Company shall be continued and the Company shall

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not be dissolved without the prior written consent of all of the remaining Members of the Company, if any.

10. MANAGEMENT.

The Company shall be managed by not less than one (1) Manager, and is therefore a manager-managed company. In the event of the death of a Manager, the remaining Manager(s), if any, shall serve until the next meeting of the Members and until a successor for the deceased Manager is elected and qualified. The name and address of the person who is to serve as the Manager of the Company until the first annual meeting of the Members or until his successor(s) are duly elected and qualified are as follows:

Steven M. Scott, M.D.
3520 Thomasville Road, Suite 200
Tallahassee, FL 32308

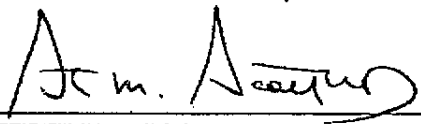
11. INDEMNIFICATION.

Unless expressly agreed otherwise in writing by all of the Members, the Company shall indemnify any Manager or former Manager to the full extent permitted under the Florida Limited Liability Company Act.

12. EFFECTIVE TIME.

These Articles shall be effective when filed with the Florida Department of State.

Executed at Miami, FL, on the 18th day of January, 2001.


STEVEN M. SCOTT, M.D.

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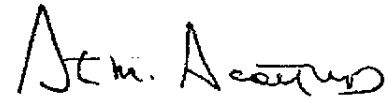
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the company is: Florida Health Plan Holdings II, L.L.C.
2. The name and address of the registered agent and office is:

Cathi C. Wilkinson
215 South Monroe, 2nd Floor
Tallahassee, FL 32302

SIGNATURE


STEVEN M. SCOTT, M.D.

TITLE

MANAGER

DATE

1/18/01

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


CATHI C. WILKINSON

DATE 1/18/01

REGISTERED AGENT FILING FEE: \$35.00

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