

AVMED

HEALTH PLAN

N16538

July 7, 1997

FLORIDA 32602-0749
(352) 372-8400
(800) 346-0231

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-07/08/97--01011--008
*****87.50 *****87.50

Re: AvMed, Inc.

Gentlemen:

Attached please find the Amended and Restated Articles of Incorporation to the above referenced corporation along with the required check in the amount of \$87.50 (\$35.00 for filing fee & \$52.50 for certified copy). Please file and return certified copy to the address listed below.

AvMed, Inc.
Attn.: Kathy Tison
4300 NW 89th Blvd.
Gainesville, FL 32606

If you have any questions, please call me at 800-346-0231 extension 40700.

Yours truly,

Kathy M. Tison
Kathy M. Tison

Kathy M. Tison gave authorization to drop initial from Article VIII of the amendment. 7/11

FILED
97 JUL - 7 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 7/11 Amended & Restated

June 26, 1997

FILED
97 JUL -7 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

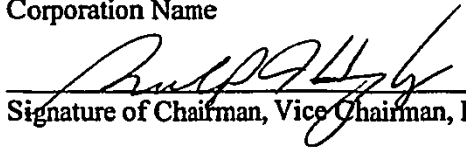
Gentlemen:

Pursuant to the provisions of section 607.1007, Florida Statutes, the undersigned corporation is filing Amended and Restated Articles of Incorporation.

- First:** The Amended and Restated Articles of Incorporation are attached;
- Second:** The date of the Amended and Restated Articles of Incorporation was January 23, 1996; and
- Third:** The Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval.

AvMed, Inc.

Corporation Name


Signature of Chairman, Vice Chairman, President or other officer

Philip J. Hughey

Typed or printed name

Assistant Secretary

June 26, 1997

Title

Date

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AVMED, INC.**

**FILED
97 JUL -7 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME

The name of the Corporation is AvMed, Inc.

ARTICLE II - PURPOSES

The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, for the following purposes:

- (a) To improve health and health care;
- (b) To establish and maintain services and facilities as a health maintenance organization under Florida law as amended from time to time, for the care of persons suffering from illnesses or disabilities which require that the patients receive in-or out-patient health care;
- (c) To carry on any educational activities relating to the rendering of care to the sick and injured or to the promotion of the general health of the citizens of the State of Florida;
- (d) To participate in any activity designed and carried on to promote the general health of the citizens of the State of Florida.
- (e) To promote and carry on scientific research related to the care of the sick and injured.
- (f) To lease or purchase land or lands, building or buildings, and purchase and construct building for purposes in connection with the activities of the Corporation, including but not limited to, hospitals, doctors' offices, clinics, laboratories or any kind of related medical activity;
- (g) To exercise all the powers enumerated in Section 617.021, Florida Statutes, as it now exists or is subsequently amended or superseded and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance on any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida.

This Corporation is organized exclusively for the purposes expressed above as a not-for-profit corporation within the meaning of Section 501 (c)(4) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States

Internal Revenue Law ("Code"), and its activities shall be conducted exclusively for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any member (except for a member which is an organization described in Section 501 (c)(3) or Section 501 (c)(4) of the Code), director, officer, or individual. In addition, the Corporation shall be authorized to exercise the powers permitted not-for-profit corporation under Chapter 617, Florida Statutes; provided, however, that the Corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501 (c)(4) of the Code or any amendments or additions thereto.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c)(4) of the Code.

ARTICLE III - MEMBERSHIP

The sole member of the Corporation shall be Health Improvement, Inc., a Florida not-for-profit corporation.

The sole member expressly reserves the power, exercisable by it in its sole discretion:

- (a) To select or replace and to remove, with or without cause, the directors, officers, or agents of the Corporation; and
- (b) To make and approve the Articles of Incorporation and the Bylaws of the Corporation and to adopt amendments thereto without any action on the part of the Board of Directors.
- (c) To exercise all power and authority reserved to the Corporation by virtue of its membership in other corporations.

In addition, the sole member of the Corporation may reserve other powers to it by amendment to these Articles of Incorporation or the Bylaws of the Corporation.

ARTICLE IV - TERM

The term of the Corporation shall be perpetual.

ARTICLE V- SUBSCRIBERS

The name and resident of the subscribers to these Amended and Restated Articles of Incorporation are as follows: (All addresses are 4300 NW 89th Blvd., Gainesville, FL 32606)

1. Edward C. Peddie
2. R. Ray Goode

ARTICLE VI - DIRECTORS

DIRECTORS: The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors, which shall consist of not less than five (5) directors, who shall be elected as provided in the Bylaws.

Notwithstanding anything to the contrary herein, however, the Board of Directors may not, without the proper approval of the sole member:

- (a) Adopt or amend any annual or long-term capital or operational budget;
- (b) Authorize the corporation to enter into any contract or other transaction which is not provided for in an annual or long-term capital or operational budget approved by the sole member, where the amount of proposed expenditure exceeds one percent (1%) of the current annual operating budget or which requires the corporation to engage in any financing;
- (c) Adopt or change any long-term or master institutional plans of the corporation, including the implementation of new programs and services;
- (d) Authorize the Corporation to engage in, or enter into, any transaction requiring a Certificate of Need;
- (e) Adopt any plan of sale, dissolution, merger, or consolidation of the corporation or the disposition of any of the corporation's assets;
- (f) Authorize the corporation to enter into any contract, transaction or other agreement which requires the grant of a security interest, guaranty, mortgage, or other interest in the revenues of property, plant and equipment of the corporation;
- (g) Adopt, alter, or change any plan of insurance for the Corporation;
- (h) Authorize the organization or acquisition of, or organize or acquire, any subsidiary or affiliate of the corporation ("Affiliate" shall include any corporation, association, partnership, trust, joint venture, or other entity which directly or

indirectly controls, is controlled by, or is commonly controlled with the corporation), or

(I) Authorize the employment or appointment of an auditor for the Corporation.

ARTICLE VII - OFFICERS

OFFICERS: The officers of the Board shall consist of a Chairman and Vice Chairman of the Board, a President, Secretary, and Treasurer, and such other assistant officers as may be elected or appointed. The sole member shall elect the President and shall elect other officers for one year terms.

Any two (2) or more offices may be held by the same person, except for the offices of Chairman and Secretary.

ARTICLE VIII - OFFICERS AND DIRECTORS

The officers and directors are as follows: (All addresses are 4300 NW 89th Blvd., Gainesville, FL 32606).

- | | | |
|----|------------------|-------------------------------------|
| 1. | Edward C. Peddie | President and Chairman and Director |
| 2. | Robert Hudson | Vice Chairman and Director |
| 3. | Don Hairston | Treasurer and Director |
| 4. | Ann Taylor | Secretary and Director |
| 5. | James W. Moffat | Director |
| 6. | Gerald T. O'Neil | Director |
| 7. | Wassie Griffin | Director |

ARTICLE IX - DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to such organization or organizations which are described in Section 501 (c)(3) of the Code for the same or similar purposes as those of the Corporation, or to such political subdivision of the State of Florida for a public purpose, as the sole member shall determine, and none of the assets will be distributed to any member (except for the member which is an organization described in Section 501 (c)(3) of the Code), officer or director of the Corporation.