

CAPITAL CONNECTION, INC.

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P000000046214

Tampa General Health Plan, Inc.

300003251133--6
-05/12/00--01116--001
*****35.00 *****35.00
300003251133--6
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_____	Art of Inc. File
_____	LTD Partnership File
_____	Foreign Corp. File
_____	L.C. File
_____	Fictitious Name File
_____	Trade/Service Mark
<input checked="" type="checkbox"/>	Merger File <i>Photo</i>
_____	Art. of Amend. File
_____	RA Resignation
_____	Dissolution / Withdrawal
_____	Annual Report / Reinstatement
_____	Cert. Copy
<input checked="" type="checkbox"/>	Photo Copy
_____	Certificate of Good Standing
_____	Certificate of Status
_____	Certificate of Fictitious Name
_____	Corp Record Search
_____	Officer Search
_____	Fictitious Search
_____	Fictitious Owner Search
_____	Vehicle Search
_____	Driving Record
_____	UCC 1 or 3 File
_____	UCC 11 Search
_____	UCC 11 Retrieval
_____	Courier

FILED

00 MAY 12 PM 4:28

RECEIVED

00 MAY 12 PM 12:57

STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*Merger
5-12-00
MS*

Signature

Requested by:

Name

5-12-00

Date

Time

Walk-In

Will Pick Up

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TAMPA GENERAL HEALTHPLAN, INC., a Florida corporation, N94000003204

INTO

HEALTHEASE OF FLORIDA, INC., a Florida entity, P00000046214.

File date: May 12, 2000

Corporate Specialist: Doug Spittler

ARTICLES OF MERGER

of

Tampa General HealthPlan, Inc., a Florida corporation

with and into

HealthEase of Florida, Inc., a Florida corporation

FILED

00 MAY 12 PM 4:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1101 and 617.1105 of the Florida Not For Profit Corporation Act and Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), the undersigned corporations have executed these Articles of Merger by which Tampa General HealthPlan, Inc., a Florida corporation ("TGHP") shall be merged (the "Merger") with and into HealthEase of Florida, Inc., a Florida corporation (the "Surviving Corporation"), in accordance with an Agreement and Plan of Merger (the "Agreement"), adopted pursuant to Section 607.1103 of the FBCA. The undersigned corporations hereby certify as follows:

1. Parties of Merger. The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State/Country of Incorporation</u>
Tampa General HealthPlan, Inc.	Florida
HealthEase of Florida, Inc.	Florida

HealthEase of Florida, Inc., is the Surviving Corporation.

2. Compliance with Florida Law. Tampa General HealthPlan, Inc., and HealthEase of Florida, Inc., as the surviving corporation, are complying with the applicable provisions of Section 617.1105 of the Florida Not for Profit Corporation Act and Sections 607.1101 - 607.1104 and Section 607.1105 of the FBCA respectively.
3. Plan of Merger. The terms and conditions of the proposed merger and the manner and basis for converting the shares are set forth in the Agreement. Attached hereto as Exhibit A is a Plan of Merger, which implements the terms of the Agreement.
4. Board of Directors Approval. The Plan of Merger was unanimously approved and adopted, by the respective Boards of Directors of TGHP on May 1, 2000 and by the Surviving Corporation on May 9, 2000.
5. Member/Shareholder Approval. The Agreement was unanimously approved and adopted by the members of TGHP on May 1, 2000. The Agreement was approved and adopted by the shareholders of the Surviving Corporation on May 9, 2000.

6. Effective Date. The effective date of the Merger herein contemplated shall be the later of May 9, 2000 or date on which these Articles of Merger are filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 10th day of May, 2000.

Tampa General HealthPlan, Inc.

By: 

Name: Kiran C. Patel, M.D.

Title: President

HealthEase of Florida, Inc.

By: 

Name: Kiran C. Patel, M.D.

Title: Chairman & CEO

EXHIBIT A
PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is adopted and approved this 9th day of May, 2000 by:

Tampa General HealthPlan, Inc., a Florida corporation (the "Merged Corporation"); and

HealthEase of Florida, Inc., a Florida corporation (the "Surviving Corporation").

The Merged Corporation and the Surviving Corporation are referred to collectively herein as the "Constituent Corporations."

BACKGROUND

The Shareholders and the Board of Directors of the Constituent Corporations have determined that it is in the best interests of the Constituent Corporations to merge in accordance with the provisions of Section 607.1101 and 607.1105 of the Florida Business Corporations Act and Section 617.1101 and 617.1105 of the Florida Not for Profit Corporation Act, all in accordance with the terms and conditions hereinafter set forth.

PLAN

Merger.

The Merged Corporation shall merge with and into the Surviving Corporation, which corporation shall survive the merger. The effective date of the merger shall be the later of May 9, 2000 or the date on which the Articles of Merger are filed in the offices of the Secretary of State, State of Florida.

Organizational Documents of Surviving Corporation.

Upon the effective date of the merger provided for herein, the Articles of Incorporation and the Bylaws of HealthEase of Florida, Inc., shall become the Articles of Incorporation and the Bylaws of the Surviving Corporation, until altered, amended, or repealed.

Directors and Officers.

Upon the effective date of the merger provided for herein, the Board of Directors of the Surviving Corporation shall consist of the following person:

Kiran C. Patel, M.D.

Such persons shall serve until their respective successors are duly elected and qualified.

The persons who shall be the officers of the Surviving Corporation after the consummation of the transactions described herein shall consist of the following persons:

Kiran C. Patel, M.D.
Kiran C. Patel, M.D.
Pradip C. Patel

Chairman of the Board
CEO
President

Such persons shall serve until their respective successors are duly appointed and qualified.

Effect of Merger.

Upon the effective date of the merger, the separate existence of the Merged Corporation shall cease, and the Merged Corporation shall be merged in accordance with the provisions of this Plan into the Surviving Corporation, which shall survive such merger, and shall continue in existence and shall, without other transfer, succeed to and possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Corporations consistent with the Articles of Incorporation of the Surviving Corporation, and all property, real, personal and mixed, causes of action, and every other asset of each of the Constituent Corporations shall vest in the Surviving Corporation without further act or deed, and the Surviving Corporation shall assume and be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation against either of the Constituent Corporations due or to become due, claim or demand for any cause existing against either of the Constituent Corporations shall be released or impaired by such merger. No action or proceeding, civil or criminal, then pending by or against either of the Constituent Corporations shall abate or be discontinued by such merger but may be enforced, prosecuted, settled, or compromised as if such merger had not occurred, or the Surviving Corporation may be substituted in such action in place of either of the Constituent Corporations. To the extent permitted by law, from time to time, as and when requested by the Surviving Corporation or by its successors and assigns, the Merged Corporation shall execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken, such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to, and possession of, all property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for. The proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized, in the name of the Surviving Corporation or otherwise, to undertake or cause to be taken any and all such action.

Conversion of Membership Interest of Merged Corporation.

The membership interest of the Merged Corporation as issued and outstanding as of the effective date hereof shall, by virtue of the merger and without any action on the part of the holder thereof, be converted to the right to receive 1000 shares of the ten cents (\$0.10) par value common stock of the Surviving Corporation.

Tampa General HealthPlan, Inc.

By: 

Name: Kiran C. Patel, M.D.

Title: President

HealthEase of Florida, Inc.

By: 

Name: Kiran C. Patel, M.D.

Title: Chairman & CEO