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04 APR 28 PM 1:12
TALLAHASSEE, FLORIDA

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656-5454

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Doctors Choice Healthcare Plans,
(Corporation Name) (Document #)

2. Incorporated
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
☐ Resignation of R. A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF DOCTORS CHOICE HEALTHCARE PLANS, INCORPORATED**

FILED
04 APR 28 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1005 of the Business Corporation Act of the State of Florida, the undersigned, being the Sole Incorporator of DOCTORS CHOICE HEALTHCARE PLANS, INCORPORATED (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on June 19, 2003, Document No. 03000068374.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by the Board of Directors of the Corporation as of March 31, 2004. Shareholder action was not required. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I
NAME**

The name of the Corporation is DOCTORS CHOICE HEALTHCARE PLANS, INC.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

2801 Ponce De Leon Boulevard
Suite 1060
Coral Gables, FL 33134

ARTICLE V
CAPITAL STOCK

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Million (100,000,000) shares, of which Ninety Nine Million One Hundred Fifty Thousand (99,150,000) shares shall be Common Stock, \$0.0001 par value per share (the "Common Stock") and Eight Hundred Fifty Thousand (850,000) shares shall be Preferred Stock, \$0.0001 par value per share (the "Preferred Stock").

(A) Common Stock. Each share of Common Stock issued and outstanding shall have one vote upon matters submitted to the common stock holders for a vote.

(B) Preferred Stock. The authorized preferred stock shall be issued as a single series that shall consist of 850,000 shares and shall be designated and known as the Preferred Stock, and shall be entitled to vote as provided in Section 3 below.

1. **Conversion.**

(a) Conversion Rights. Subject to and upon compliance with the provisions of this Section 1, a holder of any shares of the Preferred Stock (a "**Holder**") shall have the right, at such Holder's option at any time, to convert any of such shares of the Preferred Stock held by the Holder into fully paid and non-assessable shares of the Common Stock at the then Conversion Rate (as defined herein).

(b) Conversion Rate. Each share of the Preferred Stock is convertible into the number of shares of the Common Stock as shall be calculated by multiplying the Total Diluted Common Stock by four (4) and then by dividing such sum by 850,000 (the "**Conversion Rate**"). As used herein, the term "**Total Diluted Common Stock**" means the sum of the total number of shares of Common Stock issued and outstanding, plus the total number of shares of Common Stock into which any securities or obligations of the Corporation are exercisable or exchangeable for or convertible into, excluding the Common Stock issuable upon conversion of the Preferred Stock.

(c) Mechanics of Conversion. The Holder may exercise the conversion right specified in Section 1 by giving written notice to the Corporation at any time, that the Holder elects to convert a stated number of shares of the Preferred Stock into a stated number of shares of Common Stock, and by surrendering the certificate or certificates representing the Preferred Stock to be converted, duly endorsed to the Corporation or in blank, to the Corporation at its principal office (or at such other office as the Corporation may designate by written notice, postage prepaid, to all Holders) at any time during its usual business hours, together with a statement of the name or names (with addresses) of the person or persons in whose name the certificate or certificates for Common Stock shall be issued. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(d) Reservation, Validity of Common Stock. The Corporation covenants that it will at all times reserve and keep available, free from preemptive rights, out of the aggregate of its authorized but unissued shares of Common Stock for the purpose of effecting conversion of the Preferred Stock, the full number of shares of Common Stock deliverable upon the conversion of all outstanding Preferred Stock not theretofore converted. Before taking any action which would cause an adjustment in the Conversion Rate such that Common Stock issuable upon the conversion of Preferred Stock would be issued in excess of the authorized Common Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully-paid and non-assessable shares of Common Stock at such adjusted Conversion Rate. Such action may include, but it is not limited to, amending the Corporation's articles of incorporation to increase the number of authorized Common Stock.

(e) Approvals. If any shares of the Common Stock to be reserved for the purpose of conversion of shares of the Preferred Stock require registration with or approval of any governmental authority under any Federal or state law before such shares may be validly issued or delivered upon conversion, then the Corporation will in good faith and as expeditiously as possible endeavor to secure such registration or approval, as the case may be. If, and so long as, any Common Stock into which the shares of the Preferred Stock are then convertible is listed on any national securities exchange, the Corporation will, if permitted by the rules of such exchange, list and keep listed on such exchange, upon official notice of issuance, all shares of such Common Stock issuable upon conversion.

(f) Valid Issuance. All shares of Common Stock that may be issued upon conversion of shares of the Preferred Stock will upon issuance be duly and validly issued, fully paid and non-assessable and free from all taxes, liens and charges with respect to the issuance thereof, and the Corporation shall take no action that will cause a contrary result.

2. Liquidation.

(a) Liquidation Preference. In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the Holders of the Preferred Stock shall be entitled to receive, prior and before any distribution of assets shall be made to the holders of any Common Stock, an amount equal to the original purchase price per share of the Preferred Stock held by such Holder and all accrued or cumulative dividends thereon (the "Liquidation Pay Out"). After payment of the Liquidation Pay Out to each Holder, each such Holder shall be entitled to share with the holders of the Common Stock the remaining assets of the Corporation available for distribution to the Corporation's stockholders in proportion to the shares of Common Stock then held by the holders of the Common Stock and the shares of Common Stock which the Holders then have the right to acquire upon conversion of the Preferred Stock.

(b) Ratable Distribution. If upon any liquidation, dissolution or winding up of the Corporation, the net assets of the Corporation to be distributed among

the Holders shall be insufficient to permit payment in full to the Holders of such Preferred Stock, then all remaining net assets of the Corporation after the provision for the payment of the Corporation's debts shall be distributed ratably in proportion to the full amounts to which they would otherwise be entitled to receive among the Holders.

(c) Merger, Reorganization or Sale of Assets. For purposes of this Section 2, (i) any acquisition of the Corporation by means of merger or other form of corporate reorganization in which outstanding shares of the Corporation are exchanged for securities or other consideration issued, or caused to be issued, by the acquiring corporation or its subsidiary (other than a mere reincorporation transaction) or (ii) a sale, license, lease or other transfer of all or substantially all of the assets of the Corporation, shall be treated as a liquidation, dissolution or winding up of the Corporation and shall entitle the holders of Preferred Stock to receive at the closing in cash, securities or other property amounts as specified in Section 2(a) above. Whenever the distribution provided for in this Section 2 shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property as determined in good faith by the Board.

3. Control by Providers; Voting Rights. The Corporation shall be controlled in a manner that will cause it to comply with the requirements of a "provider sponsored organization" as such term is defined under Subpart H of Title 42 Code of Federal Regulations Section 422. Except as otherwise required under Florida law, the Holders of the Preferred Stock shall be entitled to vote, together with the holders of the Common Stock as a single class, at any meeting of stockholders of the Corporation (or any written actions of stockholders in lieu of meetings) with respect to any matters presented to the stockholders of the Corporation for their action or consideration. For the purposes of such stockholder votes, each share of Preferred Stock shall be entitled to a vote or portion thereof, such that the entire vote of all shares of Preferred Stock outstanding (less any shares of Preferred Stock held by affiliated providers that share substantial financial risk for the furnishing of services the Corporation is obligated to provide under its contract with the Centers for Medicare and Medicaid Services of the United States of America or any successor agency ("CMS")) shall equal forty percent (40%) of the voting power of all shares voting together as a single class in any matter at the record date set for such voting, less the voting power of any shares of Common Stock held by persons that are held by persons other than affiliated providers that share substantial financial risk for the furnishing of services the Corporation is obligated to provide under its contract with CMS. Notwithstanding the foregoing, so long as any shares of Preferred Stock remain outstanding, the Corporation shall not, without first obtaining the approval of the Holders of at least seventy-five percent (75%) of the then outstanding shares of Preferred Stock (i) alter or change the rights, preferences or privileges of the Preferred Stock as provided herein, (ii) alter, or change these Articles of Incorporation, as amend the by-laws of the Corporation, (iii) enter into any merger, consolidation or sale or purchase of assets out of the ordinary course of business, (iv) directly or indirectly change the business to other than a Medicare only health maintenance organization operating in Miami-Dade, Broward and/or Palm Beach Counties, Florida, (v) create any new class of series of capital stock having a preference over the Preferred Stock as to the payment of dividends or the distribution of assets upon the occurrence of a Liquidation Event ("Senior Securities"), or (vi) enter into any

transaction with any affiliate (as such term is used in Rule 144 promulgated pursuant to the Securities Act of 1933, as amended) of the Corporation or modify any existing agreement or understanding with such affiliate (except for any transaction with any of its wholly owned, operating subsidiaries in the ordinary course of business).

4. Dividends.

A. The holders of shares of the Preferred Stock shall be entitled to receive, when, as and if dividends are declared by the Board of Directors out of funds of the Corporation legally available therefor, cumulative preferential dividends from January 1, 2005 accumulating at the rate equal to eighty-five percent (85%) of the annual net income of the Corporation. The cumulative preferential dividends shall be payable on the dates fixed by the Board of Directors for such payment (each, a "Dividend Payment Date"), to the holders of record of such shares of Preferred Stock as of the record date for such payment fixed by the Board of Directors of the Corporation (each, a "Record Date") preceding such Dividend Payment Date. Dividends on the Preferred Stock shall be paid in cash. No dividends on the Preferred Stock may be declared or paid prior to the earlier of (1) the repurchase of Preferred Stock pursuant to the terms of any Subscription Agreement or (2) the date which is 27 months from the date of enrollment of the first plan subscriber.

B. Dividends on the Preferred Stock shall accrue whether or not the Corporation has funds legally available for the payment of such dividends and whether or not dividends are declared. Dividends will accumulate to the extent they are not paid.

C. Unless full cumulative dividends on all outstanding shares of Preferred Stock for all past dividend periods shall have been declared and paid, or declared and a sufficient sum for the payment thereof set apart, then: (1) no dividend shall be declared or paid upon, or any sum set apart for the payment of dividends upon, any shares of securities junior to the Preferred Stock ("Junior Securities"); (2) no other distribution shall be declared or made upon, or any sum set apart for the payment of any distribution upon, any shares of Junior Securities, other than a distribution consisting solely of Junior Securities; and (3) no monies shall be paid into or set apart or made available for a sinking or other like fund for the purchase, redemption or other acquisition or retirement for value of any shares of Junior Securities or any warrants, rights or options exercisable for or convertible into any Junior Securities (other than the repurchase, redemption or other retirement of debentures or other debt securities that are convertible or exchangeable into any Junior Securities) and no distribution shall be made in respect of the Junior Securities, either directly or indirectly, and whether in cash, obligations or shares of the Corporation or other property (other than distributions or dividends in Junior Securities), and the Corporation shall not permit any person directly or indirectly controlled by the Corporation to purchase or redeem any Junior Securities or any warrants, rights, calls or options exercisable for or convertible into any Junior Securities (other than the repurchase, redemption or other retirement of debentures or other debt securities that are convertible or exchangeable into any Junior Securities) unless prior to or concurrently with such declaration, payment, setting apart for payment, repurchase, redemption or other retirement or distribution, as the case may be, by the Corporation or

any of its subsidiaries. Holders of the Preferred Stock will not be entitled to any dividends, whether payable in cash, property or stock, in excess of the full cumulative dividends as herein described. When dividends are not paid in full as aforesaid upon the shares of Preferred Stock, all dividends shall be declared and paid pro rata so that the amount of dividends so declared and paid on Preferred Stock shall in all cases bear to each other the same ratio that accumulated dividends (including interest accrued on or additional dividends accumulated in respect of such accumulated dividends) on the shares of Preferred Stock bear to each other. Notwithstanding the foregoing, this paragraph shall not prohibit (i) the acquisition, repurchase, exchange, conversion, redemption or other retirement for value of shares of Preferred Stock by the Corporation in accordance with the terms of such securities or the acquisition, repurchase, exchange, conversion, redemption or other retirement thereof in accordance with obligations in existence at the time of original issuance of the Preferred Stock.

- (c) **Status of Reacquired Shares.** No shares of the Preferred Stock which have been issued and reacquired in any manner or converted into Common Stock may be reissued, and all such shares shall be cancelled.

ARTICLE VI

ACTIONS BY SHAREHOLDERS

Any action required or permitted to be taken by the stockholders of the Corporation may be effected by any consent in writing by such holders.

ARTICLE VII

DIRECTORS

The business and affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

- (a) The number of the directors of Corporation shall be not more than nine (9) nor less than five (5) as such number is fixed in accordance with the by-laws.
- (b) Advance notice of stockholder nominations for the election of directors shall be given in the manner provided in the by-laws of the Corporation. Election of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.
- (c) Subject to the provisions of any agreement among the shareholders of the Corporation, newly created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

(d) To the fullest extent permitted by the Florida law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this paragraph shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: 2801 Ponce De Leon Boulevard, Suite 1060, Coral Gables, Florida 33134. The name of the Corporation's registered agent at that office is: Rafael P. Perez.

ARTICLE IX

AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X

CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE XI

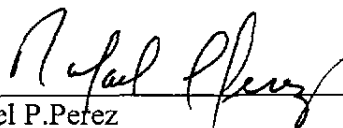
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

THIRD: The foregoing amendment was adopted by all of the Directors of the Corporation pursuant to section 607.10005 of the Florida Business Corporation Act effective as of March 31, 2004. Therefore, a unanimous consent of the directors for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ~~31st~~ day of ~~March~~, 2004.

26th April



Rafael P. Perez
President

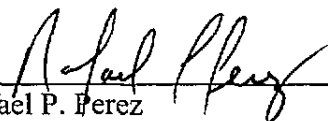
**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

FILED
04 APR 28 PM 4:12
TALLAHASSEE
SECRETARY OF STATE

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of DOCTORS CHOICE HEALTHCARE PLANS, INC., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 26 day of April, 2004.



Rafael P. Perez
Registered Agent