



THE UNITED STATES  
CORPORATION  
COMPANY

P93000064157

ACCOUNT NO. : 072100000032

REFERENCE : 275469 86437A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 27, 1997

ORDER TIME : 10:59 AM

ORDER NO. : 275469-005

CUSTOMER NO: 86437A

CUSTOMER: Mr. Mike Fitzgerald  
Care Florida, Inc.  
Third Floor  
7950 N. W. 53rd Street  
Miami, FL 33166

CP. 70.00  
CUT. 52.50

Effective 2/29/97

FILED  
97 FEB 27 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

500002119705--3  
-03/20/97--01126--005  
\*\*\*\*122.50 \*\*\*\*122.50

FOUNDATION HEALTH, A SOUTH  
FLORIDA HEALTH PLAN, INC.

INTO

FOUNDATION HEALTH, A FLORIDA  
HEALTH PLAN, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

DC

7 / Neger  
02/27/97

P93000064/57

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

FOUNDATION HEALTH, A SOUTH FLORIDA HEALTH PLAN, INC., a Florida  
corporation, H29748

INTO

FOUNDATION HEALTH, A FLORIDA HEALTH PLAN, INC., a Florida  
corporation, P93000064157

File date: February 27, 1997, effective February 28, 1997

Corporate Specialist: Darlene Connell

**ARTICLES OF MERGER  
OF  
FOUNDATION HEALTH, A SOUTH FLORIDA HEALTH PLAN, INC.,  
a Florida Corporation**

**FILED**  
97 FEB 27 PM 3:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Merger, dated as of November 12, 1996 (the "Articles"), provide for the merger of FOUNDATION HEALTH, A SOUTH FLORIDA HEALTH PLAN, INC., a Florida corporation ("FH South Florida"), with and into FOUNDATION HEALTH, A FLORIDA HEALTH PLAN, INC., a Florida corporation ("FH Florida"), which shall be the surviving corporation.

**ARTICLE I -- PLAN OF MERGER**

A copy of the Plan of Merger pursuant to which FH South Florida will be merged with and into FH Florida is attached hereto as Exhibit A and incorporated herein by this reference.

**ARTICLE II -- EFFECTIVE DATE**

Pursuant to Section 607.1105(1)(b) of the Florida Business Corporation Act (the "Act"), the effective date (the "Effective Date") of the merger of FH South Florida with and into FH Florida shall be February 28, 1997.

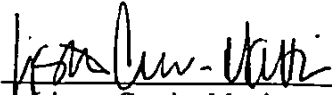
**ARTICLE III -- ADOPTION OF PLAN OF MERGER**

The Plan of Merger was approved by the Board of Directors of FH South Florida by written consent dated as of November 12, 1996, pursuant to Section 607.0704 of the Act and was approved by the sole shareholder of FH South Florida by written consent dated as of November 12, 1996, pursuant to Section 607.0821 of the Act.


The Plan of Merger was approved by the Board of Directors of FH Florida by written consent dated as of November 12, 1996, pursuant to Section 607.0704 of the Act and was approved by the sole shareholder of FH Florida by written consent dated as of November 12, 1996, pursuant to Section 607.0821 of the Act.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of each of FH South Florida and FH Florida by their authorized officers as of the date first written above.

FOUNDATION HEALTH, A FLORIDA  
HEALTH PLAN, INC.

By:   
Lisette Currier-Martinez  
Assistant Secretary

FOUNDATION HEALTH, A SOUTH  
FLORIDA HEALTH PLAN, INC.

By:   
Lisette Currier-Martinez  
Assistant Secretary

## PLAN OF MERGER

THIS PLAN OF MERGER, dated as of November 12, 1996 (the "Plan"), is entered into by and between FOUNDATION HEALTH, A SOUTH FLORIDA HEALTH PLAN, INC., a Florida corporation (the "Merging Corporation"), and FOUNDATION HEALTH, A FLORIDA HEALTH PLAN, INC., a Florida corporation ("FH Florida") (the Merging Corporation and FH Florida are collectively referred to as the "Constituent Corporations").

### SECTION 1. TERMS AND CONDITIONS OF MERGER.

(a) Effective Date. The merger of the Merging Corporation with and into FH Florida shall be effective February 28, 1997 (the "Effective Date").

(b) Merger and Effects of Merger. As of the Effective Date, the Merging Corporation will be merged with and into FH Florida, the separate corporate existence of the Merging Corporation shall cease in accordance with the provisions of the Florida Business Corporation Act, FH Florida shall be the surviving corporation (the "Surviving Corporation") and the Surviving Corporation will continue to exist pursuant to the provisions of the Florida Business Corporation Act.

(c) Articles of Incorporation and Bylaws. From and after the Effective Date, the Articles of Incorporation of FH Florida, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation until amended pursuant to the provisions of the Florida Business Corporation Act. From and after the Effective Date, the Bylaws of FH Florida, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation, until amended pursuant to the provisions of the Florida Business Corporation Act.

(d) Officers and Directors. From and after the Effective Date, the officers and directors of FH Florida, as in effect immediately prior to the Effective Date, shall be the officers and directors of the Surviving Corporation.

SECTION 2. CONVERSION OF SHARES. As of the Effective Date, each share of capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall cease to exist. As of the Effective Date, each share of capital stock of FH Florida issued and outstanding immediately prior to the Effective Date shall continue to be issued and outstanding after the Effective Date without any change whatsoever.

SECTION 3. GOVERNING LAW. This Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida without regard to the principles of conflicts of law thereof.

SECTION 4. SUPPLEMENTAL INFORMATION. If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Corporation or the Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of the Plan.

IN WITNESS WHEREOF, this Plan of Merger has been duly executed on behalf of each of the Merging Corporation and FH Florida by their authorized officers as of the date first written above.

FOUNDATION HEALTH, A SOUTH FLORIDA  
HEALTH PLAN, INC.

By: Lisette Currier-Martinez  
Lisette Currier-Martinez  
Assistant Secretary

FOUNDATION HEALTH, A FLORIDA HEALTH  
PLAN, INC.

By: Lisette Currier-Martinez  
Lisette Currier-Martinez  
Assistant Secretary