

P93000064157



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 655898 5049640

AUTHORIZATION

*Patricia Pugh*

COST LIMIT : \$ 122.50

ORDER DATE : January 2, 1998

ORDER TIME : 11:02 AM

ORDER NO. : 655898-005

600002388285--7

CUSTOMER NO: 5049640

CUSTOMER: Mr. Michael Fitzgerald  
Care Florida Foundation Of  
1340 Concord Terrace

Sunrise, FL 33323

ARTICLES OF MERGER

CMP HEALTH ADMINISTRATORS,  
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: Jon A Bowling

EXAMINER'S INITIALS:

*merge*  
*SP*

*Jon gave  
OK to add  
- in note*

*SP*

FILED  
DIVISION OF CORPORATIONS  
98 JAN -2 PM 1:28

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CMP-HEALTH ADMINISTRATORS, INC., a FL corp., #V68014

INTO

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

File date: January 2, 1998

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 122.50

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



ARTICLES OF MERGER  
OF  
CMP-HEALTH ADMINISTRATORS, INC.  
a Florida Corporation

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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These Articles of Merger, dated effective as of January 1, 1998 (the "Articles"), provide for the merger of CMP-HEALTH ADMINISTRATORS, INC., a Florida corporation ("CMP"), 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 CMP 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 CMP with and into FH Florida shall be January 1, 1998.

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

The Plan of Merger was approved by the Board of Directors of CMP by written consent dated effective as of January 1, 1998, pursuant to Section 607.0704 of the Act and



was approved by the sole shareholder of CMP by written consent dated effective as of January 1, 1998, 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 effective as of January 1, 1998, pursuant to Section 607.0704 of the Act and was approved by the sole shareholder of FH Florida by written consent dated effective as of January 1, 1998, pursuant to Section 607.0821 of the Act.

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

FOUNDATION HEALTH, A FLORIDA  
HEALTH PLAN, INC.

By: William Whitaker  
William Whitaker  
Secretary

CMP-HEALTH ADMINISTRATORS,  
INC.

By: William Whitaker  
William Whitaker  
Secretary

## PLAN OF MERGER

THIS PLAN OF MERGER, dated effective as of January 1, 1998 (the "Plan"), is entered into by and between CMP-HEALTH ADMINISTRATORS, 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 January 1, 1998 (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.

CMP-HEALTH ADMINISTRATORS, INC.

By: William Whitaker  
William Whitaker  
Secretary

FOUNDATION HEALTH, A FLORIDA  
HEALTH PLAN, INC.

By: William Whitaker  
William Whitaker  
Secretary