

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

800-342-8086

CSC networks

Mail To:
P.O. Box 5820
Tallahassee, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 552964 4656A

AUTHORIZATION : *Patricia Pzyt*

COST LIMIT : 9 122.50

ORDER DATE : March 3, 1995

ORDER TIME : 10:20 AM

ORDER NO. : 552964

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: PHYSICIANS HEALTHCARE PLANS OF
SOUTH FLORIDA, INC.

XXXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED
95 MAR-3 AM 10:20
TALLAHASSEE, FL

TP
3.3.95
02/19

GREENBERG

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H. Allan Shore, of Counsel
Craig L. Stein, of Counsel
Marc M. Watson, of Counsel
John A.S. Williamson, of Counsel
Zachary H. Wolff, Counsel

Elizabeth C. Galvin, L.A.
305-789-5449

March 2, 1995

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P. O. Box 6327
Tallahassee, FL 32314

RE: PHYSICIANS HEALTHCARE PLANS OF SOUTH FLORIDA, INC.

Enclosed herewith are two duly executed originals and one copy of ARTICLES OF INCORPORATION for the captioned corporation. Also enclosed is a check in the amount of \$ 122.50 to cover the cost of the filing and one certified copy. Please stamp the third copy and return all to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,



ARTICLES OF INCORPORATION
OF
PHYSICIANS HEALTHCARE PLANS OF SOUTH FLORIDA, INC.

FILED
95 MAR -3 11:37
FILED

ARTICLE I

The name of the corporation is PHYSICIANS HEALTHCARE PLANS OF SOUTH FLORIDA, INC., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Michael B. Fernandez, 12515 N. Kendall Drive - #322 - Miami, Florida 33186.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares</u> <u>Authorized</u> | <u>Par Value</u> <u>Per Share</u> | <u>Class of</u> <u>Stock</u> |
|--|--------------------------------------|---------------------------------|
| 1,000 | \$ 0.01 | Common |

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 12515 North Kendall Drive - #322 - City of Miami, County of Dade, State of Florida 33186, and the name of its initial registered agent at such office is Michael B. Fernandez.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's

Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

MICHAEL B. FERNANDEZ
12515 N. Kendall Drive
Miami, FL 33186

ARTICLE VII

The name of the Incorporator is Michael B. Fernandez and the address of the Incorporator is 12515 N. Kendall Drive - #322 - Miami, Florida 33186.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

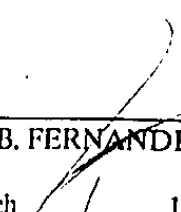
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 1st day of March, 1995.



MICHAEL B. FERNANDEZ - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PHYSICIANS HEALTHCARE PLANS OF SOUTH FLORIDA, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



MICHAEL B. FERNANDEZ, Registered Agent

Dated: March 1, 1995.

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086

95 DEC 22 12 14 45
DIVISION

CSC networks

PHYSICIAN HEALTHCARE PLANS
& FINANCIAL SERVICES

P950000/7555

ACCOUNT NO. : 072100000032

REFERENCE : 701133 4656A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 192.50 \$140.00

ORDER DATE : December 22, 1995

ORDER TIME : 12:36 PM

ORDER NO. : 701133

700001000027

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

EXPIRATION DATE
12-31-95

DOMESTIC FILINGS

OK to
File this
Doc. per S.P.
12/20/95
DC

NAME: PHYSICIANS HEALTHCARE PLANS
OF SOUTH FLORIDA, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX TWO (2) CERTIFIED COPIES
XX PLAIN TAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Patty G. Pizzuto

EXAMINER'S INITIALS: DC

12/28/95
FILED
95 DEC 22 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION
OF
PHYSICIANS HEALTHCARE PLANS OF SOUTH FLORIDA, INC.

Pursuant to the provisions of §607.1403 of the Florida General Corporation Act, PHYSICIANS HEALTHCARE PLANS OF SOUTH FLORIDA, INC., a Florida corporation (the "Corporation") hereby adopts the following Articles of Dissolution and certifies the following information for the purposes of dissolving the Corporation:

1. The name of the Corporation filing these Articles of Dissolution is **PHYSICIANS HEALTHCARE PLANS OF SOUTH FLORIDA, INC., Document #P95000017555**, filed on **March 3, 1995**.
2. The Corporation elected to dissolve by unanimous written consent of its Sole Shareholder, the votes cast for dissolution being sufficient for approval, and by its Sole Director as of December 31, 1995, pursuant to §607.1402 Florida Statutes.

IN WITNESS WHEREOF, the undersigned, being the President of PHYSICIANS HEALTHCARE PLANS OF SOUTH FLORIDA, INC., has executed these Articles of Dissolution for and on behalf of the Corporation as of the 21st day of December, 1995.

**PHYSICIANS HEALTHCARE PLANS OF SOUTH
FLORIDA, INC., a Florida corporation**

By: _____


MICHAEL B. FERNANDEZ, President

**UNANIMOUS WRITTEN CONSENT BY THE
SOLE SHAREHOLDER AND THE SOLE DIRECTOR OF
PHYSICIANS HEALTHCARE PLANS OF SOUTH FLORIDA, INC.**

The undersigned, being the Sole Shareholder and Sole Director of PHYSICIANS HEALTHCARE PLANS OF SOUTH FLORIDA, INC. (the "Corporation"), organized and existing under the laws of the State of Florida, hereby agree that when the shareholder and director have signed this consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Board of Directors of the Corporation, duly called and held for the purpose of acting upon proposals to adopt such resolutions. The undersigned hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given. The following resolutions are hereby adopted effective as of December 31, 1995:

RESOLVED, that the Sole Shareholder of the Corporation desires to terminate ownership interest in the stock of the Corporation through a liquidation of the Corporation, on the terms and conditions attached hereto and made a part hereof as Exhibit "A" ("Plan"); and

RESOLVED, that the Sole Shareholder and Sole Director of the Corporation hereby consent to the liquidation and dissolution of the Corporation in accordance with §331 of the Internal Revenue Code of 1986, as amended; and

RESOLVED, that the Corporation shall liquidate and distribute any and all of its assets of any kind whatsoever to its Shareholder in accordance with its respective rights and interests as soon as practicable, and that such assets be distributed and the dissolution be completed as soon as practicable; and

RESOLVED, that the Officers of the Corporation, be and they hereby are, authorized and directed to execute such assignments and conveyances, and to do and perform such acts as may be necessary or appropriate for the carrying out of the purposes of the foregoing resolutions and shall cause to be filed with the Florida Department of State the Articles of Dissolution; and

RESOLVED, that the Officers of the Corporation are hereby authorized to engage the services of such accountants, appraisers, attorneys and other professionals to provide advice and counsel to the Corporation in connection with any and all matters addressed in the previous resolutions as such officers shall deem necessary or advisable under the circumstances; and it is

FURTHER RESOLVED, that any and all actions heretofore or hereinafter taken by the Officers of the Corporation in connection with any and all of the matters discussed in the foregoing resolutions are hereby confirmed and ratified as properly authorized acts of the Corporation.

IN WITNESS WHEREOF, the undersigned being the Sole Shareholder and the Sole Director have executed the foregoing Written Consent for the purpose of giving consent thereto as of the 21st day of December, 1995.

SHAREHOLDER & DIRECTOR:



MICHAEL B. FERNANDEZ

EXHIBIT "A"

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION OF

PHYSICIANS HEALTHCARE PLANS OF SOUTH FLORIDA, INC.

1. Plan of Liquidation. This Plan of Complete Liquidation and Dissolution ("Plan") is intended to accomplish the complete liquidation and dissolution of **PHYSICIANS HEALTHCARE PLANS OF SOUTH FLORIDA, INC.**, a Florida corporation ("Corporation") through the distribution of all the Corporation's assets to its Shareholder in complete liquidation of the Corporation in accordance with Section 331 of the Internal Revenue Code of 1986, as amended ("Code"). Such liquidation and dissolution shall be accomplished in the manner stated in this Plan.
2. Approval. This Plan will be considered adopted by the Corporation when approved by the Director, and upon the approval and adoption thereof by the Shareholder of the Corporation.
3. Liquidation Period. The "Liquidation Period" shall mean the period in which the Corporation shall liquidate and distribute any and all of its assets of any kind whatsoever to its Shareholder in accordance with its respective rights and interest. The period in which such assets shall be distributed, and the dissolution, shall be completed as soon as practicable.
4. Abandonment. Upon the approval of the Plan by the Shareholder of the Corporation, the Director of the Corporation may not, without further action by the Shareholder, abandon this Plan.
5. Winding Up of Business. During the Liquidation Period, the Corporation shall continue its business to the extent necessary to collect accounts receivable, pay liabilities, and otherwise conduct business consistent with the objective of the Corporation to distribute all of its assets to its Shareholder and wind up its affairs.
6. Final Distribution of Assets. Not later than the end of the Liquidation Period, all assets of the Corporation not previously distributed shall be distributed to the Shareholder of the Corporation. In no event shall any amount be retained by the Corporation beyond the end of the Liquidation Period to meet the claims of the Shareholder with respect to its stock.
7. Cancellation of Outstanding Shares. Each of the foregoing distributions in complete liquidation shall be solely in exchange for, in complete redemption and cancellation of, and in payment for, all of the outstanding shares of the Corporation. The Shareholder shall surrender their certificates for such shares as determined by the Director for recording the receipt of distributions prior to the final distribution, and shall

surrender any remaining certificates representing outstanding shares of the Corporation for cancellation upon receipt of the final distribution herein authorized.

8. Filing. Within 30 days from the date of the adoption of this Plan, the officers of the Corporation shall file Treasury Department Form 966 with the appropriate offices of the Internal Revenue Service, together with a certified copy of the resolutions adopting this Plan.

Upon the final distribution of all the assets of the Corporation, the officers of the Corporation shall instruct the Corporation's accountants to close the books of the Corporation and to prepare and timely file a federal income tax return and a state income tax return on behalf of the Corporation, and such other forms as are appropriate.

9. State Filing Requirements. After all of the assets of the Corporation have been distributed in complete redemption of the Shareholder, the appropriate officers and directors of the Corporation shall cause to be filed with the Florida Department of State, Division of Corporations, the necessary documents pursuant to the appropriate provisions of §607.1402, Florida Statutes, as that statute presently exists or as may be amended, to effect a complete statutory dissolution of the Corporation, and to do such other actions as are required, including filing all necessary documents.

10. Authorization of Necessary Acts. The officers and directors of the Corporation shall have the power to adopt all resolutions, execute all documents, and are authorized, empowered and directed to file all papers and take whatever action as they may deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of the Corporation, and for carrying out the other purposes and intentions of the Plan, so long as any such action shall not be inconsistent with the provisions of Code Section 331, and the Treasury Regulations issued hereunder. The officers shall be held harmless by the Corporation for any action under this Plan taken in good faith, and any expense or liability so incurred.

11. Intent. It is intended that this Plan shall be a plan of complete liquidation within the terms of Code Section 331. This Plan shall be deemed to authorize such action as, in the opinion of counsel, may be necessary to conform with the provisions of Code Section 331.