

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0391 FAX

CSC networks

800-342-8086

P95000019005

FORMER-8 LIMITED
DIVISION OF CORPORATION

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 555105 8374A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : 9 122.50

ORDER DATE : March 8, 1995

ORDER TIME : 10:08 AM

ORDER NO. : 555105

CUSTOMER NO: 8374A

100001424251

CUSTOMER: Robin L. Goldston, Legal Asst
BERGER & DAVIS, P.A.

Suite 400
100 Northeast Third Avenue
Ft. Lauderdale, FL 33301

DOMESTIC FILING

P95000019005

NAME: COASTAL PHYSICIAN GROUP
OF NORTH DAVIE, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

DL
3-8-95
C2/A

FILED
95 MAR-3 10 7:51
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
COASTAL PHYSICIAN GROUP OF NORTH DAVIE, INC.
A FLORIDA CORPORATION**

FILED
95 MAR -8 PM 7:51
SECRET
ALLAH

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Coastal Physician Group of North Davie, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

2400 E. Commercial Boulevard, #315
Fort Lauderdale, Florida 33308

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 N.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is James L. Berger.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
WALTER E. BIRCH	2400 E. Commercial Boulevard Suite 315 Fort Lauderdale, Florida 33308

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:


<u>Name</u>	<u>Address</u>
JAMES L. BERGER	100 N.E. 3rd Avenue, #400 Fort Lauderdale, FL 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of March, 1995.



JAMES L. BERGER
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

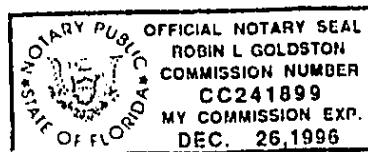
Sworn to and subscribed before me this 7th day of March, 1995,
by JAMES L. BERGER.

(X) Personally known to me; or

() Produced Identification; Type of Identification produced
_____.

NOTARY PUBLIC:

Sign: Robin L. Goldston
Print Name: Robin L. Goldston
Commission No.: CC241899
My Commission Expires: 12/26/96



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of COASTAL PHYSICIAN GROUP OF NORTH DAVIE, INC., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of COASTAL PHYSICIAN GROUP OF NORTH DAVIE, INC.

Date: March 7, 1995

James L. Berger
JAMES L. BERGER
Initial Registered Agent

FILED
95 MAR -8 AM 7:51
TALLAHASSEE, FLORIDA

995000019005

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

400001701854
-01/30/96--01105--003
****560.00 *****35.00

RECEIVED
96 JUN 30 PM 3:01
DIVISION OF CORPORATION

Coastal Physician Group of North Davie, Inc.

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> Annual Report | <input checked="" type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Resurrection | <input checked="" type="checkbox"/> Change of Name |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> FIC Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> CUS | |
| <input type="checkbox"/> Certified Copy | | |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

FILED
96 JUN 30 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FL

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

1-30-96

4:30

Today's Date Please

PLEASE RETURN EXTRA COPIES
FILE STAMPED

N. HENDRICKS JAN 30 1996

CH2E031 (1-89)

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Coastal Physician Group of North Davie, Inc.

1b. Date of incorporation 3-8-95 Document number P95000019005

2. The name and address of the current registered agent and office:

James L. Berger, 100 N.E. 3rd Ave., Ste. 400, Ft. Lauderdale, FL 33301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T Corporation System

1200 South Pine Island Road, Plantation, FL 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
SIGNATURE
January 22, 1996

DATE

Walter E. Neely, Vice President
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE BY: [Signature]
G. L. Hatfield, Assistant Secretary (Registered Agent)
DATE January 25, 1996

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

FILED
JAN 30 PM 3:54
TALLAHASSEE, FLORIDA
96

Document Number Only

P95000019005

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name

TALLAHASSEE, FL 32301

Address

222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Humana Health Care Plans

Rolling Hills, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Fictitious Name Filing

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name Availability	8/19/96
Document Examiner	1/1/96
Updater	1/1/96
Verifier	1/1/96
Acknowledgment	1/1/96
W.P. Verifier	ASD

CR2E031 (1-89)

96 AUG 19 PM 4:20
FILED

96 AUG 19 PM 4:20
FILED

900001935179

-08/28/96--01115--017

385.00 **35.00

**ARTICLES OF AMENDMENT
AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION OF
COASTAL PHYSICIAN GROUP OF NORTH DAVIE, INC.**

FILED
96 AUG 19 PM 4:25

The undersigned does hereby certify that the following amendment and restatement of the Articles of Incorporation of **Coastal Physician Group of North Davie, Inc.** which amends, restates and integrates the Corporations' existing Articles of Incorporation as filed with the Florida Department of State on March 8, 1995, shall supersede the original Articles of Incorporation, and was approved by unanimous written consent of the Board of Directors and the sole shareholder of the Corporation dated August 15, 1996.

Pursuant to Section 607.194 and 607.187 of the Florida Business Corporation Act, the articles of incorporation of Coastal Physician Group of North Davie, Inc. are hereby amended and restated to read as follows:

ARTICLE I - NAME:

The name of this Corporation is **Humana Health Care Plans - Rolling Hills, Inc.**

ARTICLE II - PURPOSE:

The general purpose of which the Corporation is organized is to conduct any and all lawful business for which corporations may be organized under Chapter 607 of the Florida Statutes.

ARTICLE III - CAPITAL STOCK:

The Corporation is authorized to issue 1,000 shares of common stock, all of which shall be of the par value of \$1.00 per share.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Corporation is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The name of the Registered Agent of this Corporation at the above address is C T Corporation System.

Signed this 15 day of August, 1996.

COASTAL PHYSICIAN GROUP OF NORTH DAVIE, INC.

BY: _____

WALTER E. NEELY, VICE PRESIDENT