

P95000025405

1301 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-0000 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 568534 4656A

7000001443947

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : March 30, 1995

ORDER TIME : 9:45 AM

ORDER NO. : 568534

CUSTOMER NO: 4656A

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

*File*  
~~*First*~~

FILED  
95 MAR 30 11:11:46  
SEC. STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

RUSH WILL WAIT

NAME: PHP SUBSIDIARY, INC.

XX ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS: \_\_\_\_\_

*3/30/95*

**ARTICLES OF INCORPORATION  
OF**

**PHP SUBSIDIARY, INC.**

**FILED**  
95 MAR 30 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I**

The name of the corporation is PHP SUBSIDIARY, 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:

<b><u>Number of Shares</u></b> <b><u>Authorized</u></b>	<b><u>Par Value</u></b> <b><u>Per Share</u></b>	<b><u>Class of</u></b> <b><u>Stock</u></b>
100	\$ 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 29th day of March, 1995.

  
MICHAEL B. FERNANDEZ - Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of PHP SUBSIDIARY, 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 29, 1995.



FLORIDA DEPARTMENT OF STATE

Sandra B. Morton  
Secretary of State

**P95000025405**

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PHP SUBSIDIARY, INC., a Florida corporation, P95000025405

INTO

PHYSICIANS HEALTHCARE PLANS, INC., a Florida corporation, V12641

File date: March 31, 1995

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

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