

P950000 40324

LAW OFFICES  
COBB COLE & BELL

131 N. GADSDEN STREET  
TALLAHASSEE, FLORIDA 32301  
TELEPHONE (904) 681-3233  
TELECOPIER (904) 681-3241

May 22, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: Health First Health Plans, Inc.

Dear Sir or Madam:

Enclosed herewith find the original and a copy of proposed Articles of Incorporation for the above named corporation, a Registered Agent Designation, and our check to your order to cover the following items:

- |  |         |
|--|---------|
| 1. Filing                                      | \$35.00 |
| 2. Certified copy of Articles of Incorporation | 52.50   |
| 3. Registered Agent Designation                | 95.00   |
| TOTAL  | 182.50  |

We would appreciate being advised by telephone when filing has been accomplished.

Please send us a certified copy of the Articles of Incorporation.

Sincerely,

James M. Barclay

JMB/lis

Enclosures

THOMAS T. COBB  
W. WARREN COLE, JR.  
SAMUEL P. BELL, III  
JAY D. BOND, JR.  
JONATHAN D. KANEY, JR.  
J. LESTER KANEY  
JOHN J. UPCHURCH  
JAMES H. BARCLAY  
C. ALLEN RATTIS  
LARRY D. HANSEN  
KEVIN A. CROWLEY  
THOMAS S. HART  
TERRENCE M. WHITE  
THEODORE E. HALEK  
JANET E. MARTINEZ  
KENNETH M. ARTH  
GREGORY D. SNELL  
SCOTT W. CICHON  
J. JOAQUIN PRATEDAS  
MICHAEL D. WILLIAMS  
ROBERT A. MERRELL, III  
JENNIFER K. BAYER  
CAROL A. PORTNMAN  
MIGUEL A. OLIVELLA, JR.  
NORMA STANLEY  
RENEE K. FENH  
GARY L. BUTLER  
WILLIAM H. HUGHES, III  
STEVEN M. MALONE  
BRUCE A. HANNA  
ROBERT W. LLOYD  
JOHN E. COLE  
JOHN P. FENOUSON  
JAMES ANDREW MAGAN  
GODWIN J. ESSIEN  
JONATHAN D. KANEY, III

OF COUNSEL  
PHILIP H. ELLIOTT, JR.  
CASEY J. GLUCKMAN  
PAUL N. UPCHURCH

MEDIATION COUNSEL  
C. WELBORN DANIEL  
ROBERT P. MILLER  
MICHELLE J. GHOCOCK  
LISA J. LONG  
CANDACE W. WATSON  
JOHN S. NEELY, JR.

DAYTONA BEACH  
150 MAGNOLIA AVENUE  
POST OFFICE BOX 2491  
DAYTONA BEACH, FLORIDA 32115  
(904) 255-8171  
DELAND (904) 738-7700  
TELECOPIER (904) 258-5068

ORLANDO  
SUNBANK CENTER  
200 SOUTH ORANGE AVENUE  
SUITE 1428  
ORLANDO, FLORIDA 32801  
(407) 843-3337  
TELECOPIER (407) 843-0553

MAITLAND  
900 WINDERLEY PLACE  
SUITE 122  
MAITLAND, FLORIDA 32751  
(407) 661-1123  
TELECOPIER (407) 661-5743

PALM COAST  
1 FLORIDA PARK DRIVE SOUTH  
SUITE 350  
PALM COAST, FLORIDA 32137  
(904) 446-2622  
TELECOPIER (904) 446-2654

DIVISION OF CORPORATIONS  
95 MAY 22 PM 2:59

95 MAY 22 PM 2:59

95 MAY 22 PM 2:59

Wied  
Wied  
R95-2059  
DMC  
5/22/95

FILED

**ARTICLES OF INCORPORATION  
OF  
HEALTH FIRST HEALTH PLANS, INC.**

**FILED**  
95 MAY 22 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be: **HEALTH FIRST HEALTH PLANS, INC.** The address of the principal office of this corporation shall be 8247 Devereaux Drive, Suite 103, Viera, Florida 32940 and the mailing address shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the law of the United States, the State of Florida or any other state, country, territory or nation, more specifically, to form, operate, manage or own a health maintenance organization under Chapter 641, et. seq., Florida Statutes (1993), to include Section 641.2015, and other activities related to health care. The corporation may acquire, hold and transfer stock in any other corporation.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$ 1.00 par value per share.

### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 131 North Gadsden Street, Tallahassee, Florida 32301 and the name of the initial registered agent of the corporation at that address is James M. Barclay.

### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.


### ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have four (4) officers and five (5) directors initially. The corporation may have up to thirteen (13) Directors. Directors may be removed only for cause. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed, is James M. Barclay, 131 North Gadsden Street, Tallahassee, Florida 32301.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is  
James M. Barclay, 131 North Gadsden Street, Tallahassee, Florida 32301.

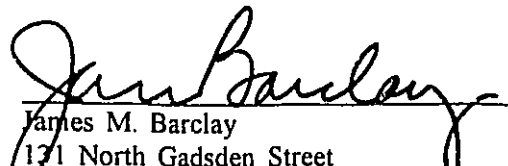
IN WITNESS WHEREOF, the undersigned has set his hand and seal on May 22, 1995.

  
James M. Barclay  
131 North Gadsden Street  
Tallahassee, Florida 32301  
904-681-3233

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION OF  
HEALTH FIRST HEALTH PLANS, INC.

FILED  
95 MAY 22 PM 2:33  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for **HEALTH FIRST HEALTH PLANS, INC.**, 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 provision 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 under Section 607.0505, Florida Statutes.

  
James M. Barclay  
131 North Gadsden Street  
Tallahassee, Florida 32301  
904-681-3233

# P95000040324



Health  
First, Inc.

January 22, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

800002077788--6  
-02/05/97--01010--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Charter No. P95000040324  
Health First Health Plans, Inc.

RECEIVED  
97 JAN 27 AM 11:22  
DIVISION OF CORPORATIONS  
We are enclosing herewith original and duplicate original Articles of Restatement for the subject corporation. The duplicate original has been subscribed and acknowledged in the same manner as the original. Please endorse your approval on the duplicate and return with your acknowledgment of filing to the undersigned.

The enclosed check for \$70 filing fee also includes change of registered agent fee.

Thank you for your cooperation in this matter.

Sincerely

*Wilma F. Daniel*

Wilma F. Daniel  
Legal Assistant

Enclosures

FILED  
97 JAN 27 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SH 2/3  
Restated  
Articles

Office of Corporate Counsel

reply to:

8249 Devereux Drive  
Melbourne, FL 32940

telephone (407) 752-4355  
FAX (407) 253-3273

Health First, Inc. • 8249 Devereux Drive • Melbourne, Florida 32940-7955 • (407) 752-4300  
Cape Canaveral Hospital • 701 West Cocoa Beach Causeway • PO Box 320069, Cocoa Beach, Florida 32932-0069 • (407) 799-7111  
Holmes Regional Medical Center • 1350 South Hickory Street, Melbourne, Florida 32901-3276 • (407) 727-7000  
Palm Bay Community Hospital • 1425 Malabar Road NE, Palm Bay, Florida 32907-2599 • (407) 722-8000

**ARTICLES OF RESTATEMENT**  
**HEALTH FIRST HEALTH PLANS, INC.**  
*(a corporation for profit)*

FILED  
97 JUN 27 14:11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*We, the undersigned, hereby restate the Articles of Incorporation of the foregoing for profit corporation, pursuant to Section 607.1002, Florida Statutes, which restatement includes one or more amendments to the Articles which amendments require shareholder approval.*

*These Articles of Restatement were duly adopted by the Board of Directors of Health First Health Plans, Inc. on November 21, 1996, and approved by the sole shareholder on December 19, 1996. The number of votes cast for the amendments by the Directors and shareholder was sufficient for approval. Such Articles of Restatement restate and further amend the provisions of the Articles of Incorporation as heretofore amended, which amendments do not require shareholder approval. There is no discrepancy between the Articles of Incorporation as heretofore amended and the provisions of these Articles of Restatement other than the amendments contained herein.*

**Article I**  
**Corporation Name**

The name of the Corporation shall be Health First Health Plans, Inc. (the "Corporation").

**Article II**  
**Nature of Business**

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, more specifically, to form, operate, manage or own a health maintenance organization under Chapter 641, *et seq.*, Florida Statutes (1993), to include Section 641.2015, and other activities related to health care. The Corporation may acquire, hold and transfer stock in any other corporation.

**Article III**  
**Capital Stock**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1 per share.

**Article IV**  
**Term of Existence**

This Corporation is to exist perpetually.

**Article V  
Address**

The location of this Corporation shall be at 8247 Devereux Drive - Suite 103, Melbourne, Florida 32940.

**Article VI  
Registered Office and Registered Agent**

The address of the registered office of this Corporation is 8249 Devereux Drive, Melbourne, Florida 32940, and the name of the registered agent at that address is David E. Mathias.

**Article VII  
Directors**

The business affairs of this Corporation shall be managed by a Board of Directors consisting of no more than 17 persons. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

**Article VIII  
Amendments**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Any amendment of these Articles of Incorporation shall become effective when, and only when, such amendment has been filed with the Florida Department of State, approved by it and all filing fees have been paid in accordance with applicable provisions of Chapter 607 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 19th day of December 1996, for the purpose hereinabove expressed.

*(Corporate seal)*

HEALTH FIRST HEALTH PLANS, INC.

By  \_\_\_\_\_  
Jerry Senne, President

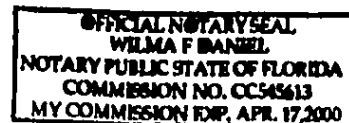
STATE OF FLORIDA  
COUNTY OF BREVARD

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JERRY SENNE, who is personally known to me and known to be the President of Health First Health Plans, Inc., who executed the foregoing Articles of Restatement, and he acknowledged before me that he executed it in the name of and for the corporation, affixing its corporate seal, and that he was duly authorized by that corporation to do so.

WITNESS my hand and official seal in the County and State aforesaid this 19th day of December 1996.

*Wilma F. Daniel*

Notary Public - State of Florida



REGISTERED AGENT  
ACCEPTANCE OF APPOINTMENT

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designed in the Articles of Restatement, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

*David E. Mathias*

David E. Mathias, Registered Agent

December 19, 1996



P95000040318



Health  
First, Inc.

April 16, 1997

via Federal Express

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

500002148215--8  
-04/18/97--01107--008  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Health First HMO, Inc.  
Health First Health Plans, Inc.

We are enclosing herewith original and duplicate Articles of Merger in connection with the above-referenced corporations. The duplicate copy has been subscribed and acknowledged in the same manner as the original. Please endorse your approval on the duplicate, certify and return to the undersigned.

Our check for \$122.50 is enclosed to cover the following fees:

\$35.00 ... Filing Fee - Health First HMO  
\$35.00 ... Filing Fee - Health First Health Plans  
\$52.50 ... Certified Copy

Please return the certified copy to my attention. Thank you for your assistance in this matter.

Sincerely,

Wilma F. Daniel  
Legal Assistant

Enclosures

SH 4/24  
Hage

FILED  
97 APR 18 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office of Corporate Counsel

reply to:

8249 Devereux Drive  
Melbourne, FL 32940

telephone (407) 752-4355  
FAX (407) 253-3273

Health First, Inc. • 8249 Devereux Drive • Melbourne, Florida 32940-7955 • (407) 752-4300  
Cape Canaveral Hospital • 701 West Cocoa Beach Causeway • PO Box 320069, Cocoa Beach, Florida 32932-0069 • (407) 799-7111  
Holmes Regional Medical Center • 1350 South Hickory Street, Melbourne, Florida 32901-3276 • (407) 727-7000  
Palm Bay Community Hospital • 1425 Malabar Road NE, Palm Bay, Florida 32907-2599 • (407) 722-8000

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

HEALTH FIRST HEALTH PLANS, INC., a Florida corporation, P95000040324

INTO

HEALTH FIRST HMO, INC. which changed its name to

**HEALTH FIRST HEALTH PLANS, INC.**, a Florida corporation, P95000040318

File date: April 18, 1997

Corporate Specialist: Steven Harris

ARTICLES OF MERGER  
of  
HEALTH FIRST HEALTH PLANS, INC.  
(a Florida corporation)  
with and into  
HEALTH FIRST HMO, INC.  
(a Florida corporation)

FILED  
97 APR 18 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act (the "Act"), Section 607.1105, Health First Health Plans, Inc., a Florida corporation ("Plans") and Health First HMO, Inc., a Florida corporation ("HMO"), hereby submit these Articles of Merger:

1. A copy of the Plan of Merger (the "Plan") with respect to the merger of Plans with and into HMO is attached to these Articles of Merger as Exhibit "A" and is incorporated herein.

2. The effective date of the Merger shall be the date the Articles of Merger are filed with the Secretary of State of Florida.

3. The Plan was approved by the shareholders of Plans on February 26, 1997.

4. The Plan was approved by the shareholders of HMO on February 20, 1997.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by their duly authorized officers as of the 26th day of February, 1997.

HEALTH FIRST HEALTH PLANS, INC.

HEALTH FIRST HMO, INC.

By: Jerry Senne  
Jerry Senne, President

By: Jerry Senne  
Jerry Senne, President

AGREEMENT AND PLAN OF MERGER  
of  
HEALTH FIRST HEALTH PLANS, INC.  
(a Florida corporation)  
with and into  
HEALTH FIRST HMO, INC.  
(a Florida corporation)

FILED  
97 APR 18 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 20th day of February, 1997, by and between HEALTH FIRST HEALTH PLANS, INC., a Florida corporation ("PLANS"), and HEALTH FIRST HMO, INC., a Florida corporation ("HMO") (PLANS and HMO hereinafter collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, PLANS is a corporation organized and existing under the laws of the State of Florida, with its principal office at 8247 Devereux Drive, Suite 103, Melbourne, Florida 32940; and

WHEREAS, HMO is a corporation organized and existing under the laws of the State of Florida, with its principal office at 8247 Devereux Drive, Suite 103 Melbourne, Florida 32940; and

WHEREAS, PLANS has an authorized capitalization of 10,000 shares of common stock with a par value of \$1 per share, of which 1,600 shares, representing all of the issued and outstanding common stock of PLANS, are owned by Health First, Inc.; and

WHEREAS, HMO has an authorized capitalization of 10,000 shares common stock with a par value of \$1 per share, of which 5,000 shares, representing all of the issued and outstanding common stock of HMO, are owned by PLANS;

WHEREAS, the respective Boards of Directors and sole Shareholder of each of the Constituent Corporations have deemed it advisable to merge PLANS with and into HMO (the "Merger") and have approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the State of Florida;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Constituent Corporations have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

*Exhibit A*

#### ARTICLE I

On the Effective Date, as defined in Article X below, the Merger shall become effective, at which time the separate existence of PLANS shall cease and PLANS shall be merged, pursuant to Section 607.1101 of the Florida Business Corporation Act, with and into HMO, which shall continue its corporate existence under the name "Health First Health Plans, Inc." and be the corporation surviving the Merger (the "Surviving Corporation").

#### ARTICLE II

The Surviving Corporation shall be governed by the laws of the State of Florida. On the Effective Date, the Articles of Incorporation of HMO as filed with the Secretary of State of the State of Florida shall be the Articles of Incorporation of the Surviving Corporation; provided, however, that the Articles of Incorporation of the Surviving Corporation shall be amended to change the name of the Surviving Corporation to Health First Health Plans, Inc.

#### ARTICLE III

On the Effective Date, the existing Bylaws of HMO shall be the Bylaws of the Surviving Corporation, until the same shall thereafter be altered, amended or repealed in accordance with applicable law, the Articles of Incorporation and said Bylaws.

#### ARTICLE IV

The officers and directors of HMO in office on the Effective Date shall remain the officers and directors of the Surviving Corporation. If, on the Effective Date, a vacancy exists, it may thereafter be filled in the manner provided by the Bylaws of the Surviving Corporation.

#### ARTICLE V

The manner of carrying into effect the Merger shall be as follows:

1. On the Effective Date, each outstanding share of HMO common stock shall cease to be outstanding, be canceled and retired, and no payment shall be made nor other consideration paid with respect thereto; and
2. On the Effective Date, the sole Shareholder of PLANS shall transfer, assign and surrender to HMO all of the

shares of stock of PLANS owned by such Shareholder as of the Effective Date, free and clear of all liens and encumbrances, in exchange for the transfer by HMO to the Shareholder of one newly issued share of HMO common stock for each share of PLANS common stock surrendered.

#### ARTICLE VI

At such time as the Merger becomes effective, title to all of the assets of PLANS shall be vested in HMO without reversion or impairment and HMO thenceforth shall be responsible for all of the liabilities and obligations of PLANS. Any proceeding pending against PLANS may be continued as if the Merger did not occur, or the Surviving Corporation may be substituted in its place.

#### ARTICLE VII

Prior to and from and after the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said Surviving Corporation, according to the terms hereof, the title to any property or rights of PLANS, the last acting officers of PLANS, or the corresponding officers of the Surviving Corporation, shall execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

#### ARTICLE VIII

Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Constituent Corporations by appropriate resolution of either of the Boards of Directors at any time prior to the Effective Date of the Merger.

#### ARTICLE IX

This Agreement and the Articles of Merger incorporating the terms of this Agreement shall be filed and recorded in accordance with the laws of the State of Florida as soon as practicable after the last approval by the shareholders and the Boards of Directors of the Constituent Corporations. The Merger shall become effective as of the date the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Date").

**ARTICLE X**

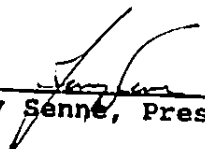
This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement to be signed in its corporate name by its duly authorized officer all as of the date first above written.

**HEALTH FIRST HEALTH PLANS, INC.**

**HEALTH FIRST HMO, INC.**

By   
Jerry Senne, President

By   
Jerry Senne, President

199139.1