

ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

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March 9, 1999

FACSIMILE
(305) 858-4777

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Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-03/15/99-01162--007
*****140.00 *****35.00

Re: RESIGNATION FILINGS

Dear Sir/Madam:

Enclosed please find resignations executed by Jeffrey I. Binder for the following entities:

HealthPlans of America, Inc.
HealthPlans of America Holdings, Inc.
Oceanway Family Practice Center, Inc.
Atlantic Family Medical Center, Inc.

Also enclosed is a check in the amount of \$140 made payable to the Florida Department of State which covers the filing fees associated with the resignations.

Please file the aforementioned resignations as soon as practicable and provide the undersigned with proof of filing thereafter.

Sincerely,

ADORNO & ZEDER, P.A.

Justin T. Wilson
Justin T. Wilson
Legal Assistant

encls.


JTW/C.LTRCOV/210704/12207.007

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99 MAR 15 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3/15/99

RESIGNATION

I, Jeffrey I. Binder, hereby tender my resignation as a Director of HealthPlans of America, Inc., as of the 1st day of January, 1999.


Jeffrey I. Binder

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99 MAR 15 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA