

P96000029486

CSC networks

PROFESSIONAL
TELECOMMUNICATIONS SERVICES

RECEIVED
96 APR -2 AM 11:00
DIVISION OF CORPORATION
FILED
96 APR -2 PM 12:00
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 904029 4307842

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizant

ORDER DATE : April 2, 1996

ORDER TIME : 10:02 AM

ORDER NO. : 904029

CUSTOMER NO: 4307842

CUSTOMER: Michael E. Goobread, Jr., Esq
MARTIN ADE BIRCHFIELD &
WICKLER, P.A.
3000 Independent Square
Post Office Box 59
Jacksonville, FL 32201

DOMESTIC FILING

NAME: DHP MERGER SUBSIDIARY, INC.

EFFECTIVE DATE:

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: Andrea C. Mabry

EXAMINER'S INITIALS: _____

4-4-96

ARTICLES OF INCORPORATION
OF
DHP MERGER SUBSIDIARY, INC.

FILED
96 APR -2 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

Name

The name of this corporation is DHP Merger Subsidiary, Inc.

II.

Capital Stock

This corporation is authorized to issue 10,000 shares of common stock having a par value of One Cent (\$.01) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the shareholder(s), any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

III.

Principal Office

The initial principal office and mailing address of this corporation is 760 Riverside Avenue, Jacksonville, Florida 32204.

V.

Initial Registered Office and Agent

The initial registered office of this corporation in the State of Florida is Suite 3000, One Independent Drive, Jacksonville, Florida 32202, and the name of the initial registered agent of this

corporation at that address is Daniel B. Nunn, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

VI.

Incorporator

The name and address of the Incorporator of this corporation is:

Name

Address

Daniel B. Nunn, Jr.

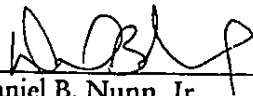
Suite 3000, One Independent Drive
Jacksonville, FL 32202

VII.

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholder(s) and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholder(s) may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 1st day of April, 1996.




Daniel B. Nunn, Jr.
Incorporator

CERTIFICATE OF ACCEPTANCE OF DESIGNATION
REGISTERED AGENT OF
DHP MERGER SUBSIDIARY, INC.

FILED
96 APR -2 PM 12:03
CLERK OF COURT
JACKSONVILLE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon DHP Merger Subsidiary, Inc., a corporation organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at Suite 3000, One Independent Drive, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 1st day of April, 1996.



Daniel B. Nunn, Jr.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

P96000029486

ARTICLES OF MERGER
Merger Sheet

MERGING:

DHP MERGER SUBSIDIARY, INC., a Florida corporation, P96000029486

INTO

THE DOCTORS' HEALTH PLAN OF FLORIDA, INC., a Florida corporation,
P93000073414

File date: April 12, 1996

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50