

P96000075257

1201 HAYS STREET
TALLAHASSEE, FL 32301-3007
(904) 222-0171
(904) 222-0171 FAX

800-122-6706

CSC networks

PROFESSIONAL
FINANCIAL SERVICES

ACCOUNT NO. : 0721000000 CORPORATION

REFERENCE : 080807 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : September 10, 1996

ORDER TIME : 2:29 PM

ORDER NO. : 080807

100001944031

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: PHP LIFE & HEALTH INSURANCE
COMPANY

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: Kathy Drake

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 10 AM 10:22

9/11/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 10 AM 10:22

**ARTICLES OF INCORPORATION
OF
PHP LIFE & HEALTH INSURANCE COMPANY**

ARTICLE I

The name of the corporation is **PHP LIFE & HEALTH INSURANCE COMPANY** (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2333 Ponce de Leon Boulevard, Suite 303, Coral Gables, Florida 33134.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 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 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
26 SEP 10 AM 10:22

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
2333 Ponce de Leon Boulevard, Suite 303
Coral Gables, Florida 33134

ARTICLE VII

The name of the Incorporator is Maria Newport and the address of the Incorporator is 1201 Hays Street, Tallahassee, Florida 32301.

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 9th day of September, 1996.


Maria Newport

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PHP LIFE & HEALTH INSURANCE COMPANY accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

Maria Newport as its Registered Agent

Dated: September 9, 1996

P9600075257



ACCOUNT NO. : 072100000032
REFERENCE : 097688 4303929
AUTHORIZATION : Patricia Pizato
COST LIMIT : \$ 87.50

ORDER DATE : September 25, 1996

000001956500

ORDER TIME : 10:01 AM

ORDER NO. : 097688

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILINGS

NAME: PHP LIFE & HEALTH INSURANCE
COMPANY

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS

Handwritten signature and initials

FILED
SEP 25 AM 11:53
TALLAHASSEE, FLORIDA

FILED RECEIVED
SEP 25 AM 11:53
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 25, 1996

CSC NETWORKS
KATHY DRAKE
TALLAHASSEE, FL 32301

SUBJECT: PHP LIFE & HEALTH INSURANCE COMPANY
Ref. Number: P96000075257

RESUBMIT

Please give original
submission date as file date.

We have received your document for PHP LIFE & HEALTH INSURANCE COMPANY and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 396A00044191

RECEIVED
96 SEP 26 AM 9:23
DIVISION OF CORPORATIONS

**ARTICLES OF DISSOLUTION
OF
PHP LIFE & HEALTH INSURANCE COMPANY**

FILED
66 SEP 25 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1401 of the Florida Business Corporation Act, PHP LIFE & HEALTH INSURANCE COMPANY, a Florida corporation (the "Corporation") hereby adopts the following Articles of Dissolution and certifies the following information for the purposes of dissolving the Corporation:

1. The name of the Corporation filing these Articles of Dissolution is PHP LIFE & HEALTH INSURANCE COMPANY, Document #P28000075257, filed on September 10, 1996.
2. None of the Corporation's shares have been issued and the Corporation has not commenced business.
3. No debt of the Corporation remains unpaid.
4. The Corporation elected to dissolve by a written consent of the sole Director.

IN WITNESS WHEREOF, the undersigned Corporation has hereunto executed these Articles of Dissolution by and through the undersigned Director, this 23rd day of September, 1996.

**PHP LIFE & HEALTH INSURANCE COMPANY,
a Florida corporation**

By. 

Daniel E. Reed, acting Secretary