## 1201 HAYS STREET 1100<u>-14</u>2-6 TALLARASSEE, II 12301-2607 96 SEP 10 PH 3. 43 0121000000 SAVITURATION networks BANKALKARAR SHARLANGCOUNT NO. 1 REFERENCE : 080807 4303929 Tatricia 100 AUTHORIZATION : COST LIMIT : \$ 122.50 ORDER DATE : September 10, 1996 ORDER TIME : 2:29 PM 100001944091 ORDER NO. : 080807 CUSTOMER NO: 4303929 CUSTOMER: Ms. Sheryl C. Vainstein GREENBERG TRAURIG 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:

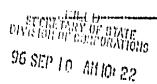
XX CERTIFIED COPY
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

Ja/11/910



# ARTICLES OF INCORPORATION

OF

### PHP LIFE & HEALTH INSURANCE COMPANY

#### ARTICLE

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

#### ARTICLEJI

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

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

Number of Shares Authorized	Par Value Par Share	Class of <u>Stock</u>
1,000	\$ 0.01	Common

#### ARTICLEIV

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 Heys 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.

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#### <u>ARTICLE YI</u>

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 qualifier is:

Michael B, Fernandez 2333 Ponce de Leon Boulevard, Sulte 303 Coral Gableii, Florida 33134

#### **ARTICLE VI**

The name of the incorporator is Maria Newport and the address of the incorporator is 1201 Hays Street, Taliahassee, 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 9<sup>th</sup> day of September, 1996.

Marie Noussort

#### 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 itsRedistered Agent

Dated: September 9, 1996



ACCOUNT NO 072100000032

reference 🐃

4303929

AUTHORIZATION

COST LIMIT \$ 87,50

ORDER DATE | September 25, 1996

ODDOD19565DD

ORDER TIME : 10:01 AM

ORDER NO. 1 097688

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein Greenberg Traurig Hoffman

20th Floor

1221 Brickell Avenue Miami, FL 33131-3238

PHP LIFE & HEALTH INSURANCE

COMPANY

ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIA

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#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 25, 1998

CSC NETWORKS KATHY DRAKE TALLAHASSEE, FL 32301

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

RESUBMIT

Piesse 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

# ARTICLES OF DISSOLUTION OF

# PHP LIFE & HEALTH INSURANCE COMPANY

SECRETARY OF STATE

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 FHP LIFE & HEALTH INSURANCE COMPANY, Document #P26000075257, 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 23/3 day of September, 1996.

PHP LIFE & HEALTH INSURANCE COMPANY, a Florida corporation

Daniel E. Reed, acting Secretary