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KATZ KUTLER HAIGLER, ALDERMAN, MARKS, BRYANT & YON

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OF COUNSEL:
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PATRICK F. MARONEY
CRAIG A. MEYER

GOVERNMENTAL CONSULTANTS:
MONICA A. LABSETER*
PAT GRIFFITH O'CONNELL*
E. CLINT SHAWLEY*
GERALD C. WESTER*
(NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:
J. ANDREW KELLER, III, C.P.A.

October 15, 1996
REPLY TO: TALLAHASSEE

Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 323301

RE: Viva Health of Florida, Inc.

100001876821--0
10/16/96--01015--012
***122.50 ***122.50

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

85 8 58
Filing Fee \$35.00
Certified copy \$52.50
Registered agent fee \$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. If you will call when these are ready, we will gladly send a runner to pick them up. Thank you.

Sincerely,



Terri Jay
Secretary to Bruce D. Platt

/tj
Enc.

FILED
96 OCT 16 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 OCT 16 1996

**ARTICLES OF INCORPORATION
OF
VIVA HEALTH OF FLORIDA, INC.**

FILED
96 OCT 16 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

**ARTICLE I
Name and Address**

The name of the Corporation shall be Viva Health of Florida, Inc. Its principal office shall be located at 1401 21st Street South, Birmingham, AL 35205.

**ARTICLE II
Nature of Business**

The Corporation may seek a Florida health maintenance organization ("HMO") certificate of authority and, upon receiving the requisite approvals, may operate as an HMO in the state of Florida. It may also engage in any additional business allowed or permitted under the laws of the United States and the State of Florida.

**ARTICLE III
Stock**

The authorized capital stock of the Corporation shall consist of Ten Thousand (10,000) shares of a single class of Common Stock with par value of one cent (\$.01) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV
Preemptive Rights**

The Corporation elects to have preemptive rights as follows:

A. The shareholders of the Corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue them.

B. A shareholder may waive his preemptive right. A waiver evidenced by a writing is irrevocable whether or not supported by consideration.

C. The Corporation specifically elects to have preemptive rights with respect to:

1. Shares issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

3. Shares authorized in these Articles of Incorporation that are issued within six months from the effective date of incorporation; and

4. Shares issued otherwise than for money.

D. Holders of shares of any class or series without general voting rights but with preferential rights to distributions or assets shall have no preemptive rights with respect to shares of any class.

E. Holders of shares of any class or series with general voting rights but without preferential rights to distributions or assets have no preemptive rights with respect to shares of any class with preferential rights to distributions or assets unless the shares with preferential rights are convertible into or carry a right to subscribe for or acquire shares without preferential rights.

F. Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of one year after being offered to shareholders at a consideration set by the Board of Directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of one year is subject to the shareholders' preemptive rights.

ARTICLE V **Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

Shannon M. Gaffney
Vice President of Corporate Development
Triton Health Systems, LLC
1401 21st Street South
Birmingham, AL 35205

ARTICLE VI
Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII
Address of Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the State of Florida shall be Suite 1200, 106 E. College Avenue, Tallahassee, FL 32301. The name of the initial registered agent of the Corporation at the above address is Bruce D. Platt, Esq. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

ARTICLE VIII
Board of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) or more than five (5) Directors. The Board shall initially have three (3) seats. The size of the Board may be altered only by an affirmative vote of at least seventy-five percent (75%) of the outstanding shares of voting stock of the Corporation, either by amendment to these Articles or amendment of the Bylaws.

ARTICLE IX
Initial Directors

The initial Directors of the Corporation shall be: James P. Little III, John W. Cline, Jr., and Shannon M. Gaffney. The address of each is c/o Triton Health Systems, LLC, 1401 21st Street South, Birmingham, AL 35205. James P. Little III shall be the Chairman of the Board of Directors.

ARTICLE X
Transactions In Which Directors
Or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or

solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

ARTICLE XI

Indemnification of Directors and Officers

The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended only by an affirmative vote of at least seventy-five percent (75%) of all outstanding shares of voting stock of the Corporation, unless the vote of a larger majority is required by applicable law or by an agreement of the nature referred to in Article VIII, Section B of these Articles.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this 10th day of October 1996.

Shannon M. Gaffney
Shannon M. Gaffney

STATE OF Alabama
COUNTY OF Jefferson

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Shannon M. Gaffney for the purpose of lawfully executing these Articles of Incorporation, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 10th day of October, 1996.

[Signature]
Notary Public
My commission expires:

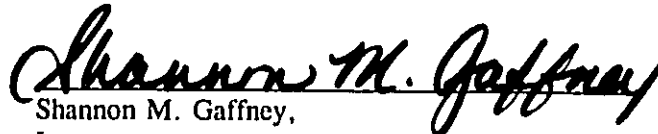
NOTARY PUBLIC STATE OF ALABAMA AT LARGE.
MY COMMISSION EXPIRES: Mar. 5, 2000.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

VIVA Health OF FLORIDA, INC.
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

FILED
96 OCT 16 AM 10:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Viva Health of Florida, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Suite 1200 East College Avenue, Suite 1200, Tallahassee, Florida 32301 as its initial Registered Office and has named Bruce D. Platt, Esq., located at that address as its initial Registered Agent.


Shannon M. Gaffney,
Incorporator


ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Viva Health of Florida, Inc. at the place designated in its Articles of Incorporation, the undersigned, Bruce D. Platt, Esq., agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.


Bruce D. Platt

STATE OF FLORIDA
COUNTY OF Leon

The foregoing Acceptance of Registered Agent for Viva Health of Florida, Inc. was acknowledged before me this 10 day of October, 1996, by Bruce D. Platt, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.


Notary Public
My Commission Expires:



VIVA HEALTH
1401 South 21st Street
Birmingham, Alabama 35205

Phone (205) 939-1718
Fax (205) 939-1748



VIVA

P960000085277

May 15, 1997

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

300002182653--9
-05/19/97--01052--010
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed you will find Articles of Dissolution for VIVA Health of Florida, Inc., as well as a check in the amount of \$87.50, including \$35.00 for the filing fee and \$52.50 for a certified copy of the dissolution.

Please dissolve the above referenced company and send a certified copy to the following address:

Shannon M. Gaffney
VIVA Health, Inc.
1401 21st Street South
Birmingham, AL 35205.

Should you have any questions, please contact me at 205-939-1718.

Sincerely,

Shannon

Shannon M. Gaffney

SMG/ljg

Enclosures

FILED
97 MAY 19 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vol. Diss.

uqfw 5-23-97

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: VIVA Health of Florida, Inc.

SECOND: The articles of incorporation were filed on: October 16, 1996

THIRD: (CHECK ONE)

- ☐ None of the corporation's shares have been issued.
- ☒ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- ☐ A majority of the incorporators authorized the dissolution.
- ☒ A majority of the directors authorized the dissolution.

Signed this 17th day of April, 19 97

Signature

(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

John W. Cline, Jr.

(Typed or printed name)

President

(Title)

FILED
97 MAY 19 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA