



THE UNITED STATES
CORPORATION
COMPANY

P97000016192

ACCOUNT NO. : 072100000032

REFERENCE : 266002 4303929

AUTHORIZATION :

Patricia Pizots

COST LIMIT : \$ ~~122.50~~ \$131.25

ORDER DATE : February 19, 1997

ORDER TIME : 3:55 PM

400002092574--5

ORDER NO. : 266002-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd 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
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

Dmc 2/20/97

FILED
97 FEB 19 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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ARTICLE I

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

ARTICLE II

The purpose of the Corporation is to engage in every aspect of health insurance.

ARTICLE III

The Corporation shall exist perpetually.

ARTICLE IV

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 V

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

| Number of Shares Par Value Authorized | Par Value Per Share | Class of Stock |
|------------------------------------------------------|--------------------------------|---------------------------|
| 1,000 | \$1.00 | Common |

The Corporation shall not begin transacting insurance business until it has capital and surplus of \$2.5 million.

ARTICLE VI

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 VII

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, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended, with respect to keeping an office open to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida.

ARTICLE VIII

The Board of Directors of the Corporation shall consist of at least five directors, 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 five, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified is:

Miguel ("Michael") B. Fernandez
2333 Ponce de Leon Boulevard, Suite 303
Coral Gables, Florida 33134

Cesar L. Alvarez
2333 Ponce de Leon Boulevard, Suite 303
Coral Gables, Florida 33134

James B. Hoover
2333 Ponce de Leon Boulevard, Suite 303
Coral Gables, Florida 33134

Roger Medel, M.D.
2333 Ponce de Leon Boulevard, Suite 303
Coral Gables, Florida 33134

Richard H. Stowe
2333 Ponce de Leon Boulevard, Suite 303
Coral Gables, Florida 33134

ARTICLE IX

The names and addresses of the incorporators are as follows:

Miguel ("Michael") B. Fernandez
2333 Ponce de Leon Boulevard, Suite 303
Coral Gables, Florida 33134

Cesar L. Alvarez
2333 Ponce de Leon Boulevard, Suite 303
Coral Gables, Florida 33134

James B. Hoover
2333 Ponce de Leon Boulevard, Suite 303
Coral Gables, Florida 33134

Roger Medel, M.D.
2333 Ponce de Leon Boulevard, Suite 303
Coral Gables, Florida 33134

Richard H. Stowe
2333 Ponce de Leon Boulevard, Suite 303
Coral Gables, Florida 33134

ARTICLE X

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 Incorporators 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 18th day of February, 1997.


Miguel ("Michael") B. Fernandez


Cesar L. Alvarez


James B. Hoover


Roger Medel, M.D.


Richard H. Stowe

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, as amended, Sections 607.0505 and 48.091 with respect to keeping an office open to receive service of process from the Treasurer and Insurance Commission of the State of Florida.

Corporation Service Company


Karen Rozar, As Agent

Dated: 2/19, 1997

FILED
97 FEB 19 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 7 day of February, 1997, by Miguel B. Fernandez, who:

☒ is personally known to me

☐ has produced _____ as identification

and who did take an oath.

C. Prieto
Notary Public, State of Florida

Name of notary typed, printed or stamped:
Serial Number, if any:
My commission expires:



The foregoing instrument was acknowledged before me this 18th day of February, 1997, by Cesar L. Alvarez, who:

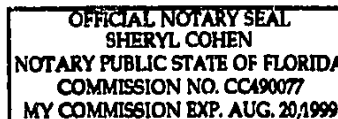
☒ is personally known to me

☐ has produced _____ as identification

and who did take an oath.

Sheryl Cohen
Notary Public, State of Florida

Name of notary typed, printed or stamped:
Serial Number, if any:
My commission expires:



The foregoing instrument was acknowledged before me this 13th day of FEBRUARY, 1997, by James B. Hoover, who:

☒ is personally known to me

☐ has produced _____ as identification

and who did take an oath.

Dorothy R. Roberts
Notary Public, State of ~~Florida~~ NEW YORK
COUNTY OF NEW YORK

Name of notary typed, printed or stamped:
Serial Number, if any:
My commission expires:

DOROTHY R. ROBERTS
Notary Public, State of New York
No. 31-4996245
Qualified in New York County
Commission Expires May 11, 1998

The foregoing instrument was acknowledged before me this 7 day of February, 1997, by Roger Medel, M.D., who:

☒ is personally known to me

☐ has produced _____ as identification

and who did take an oath.

Mary Ann Aneiro
Notary Public, State of Florida

Name of notary typed, printed or stamped:
Serial Number, if any:
My commission expires:



The foregoing instrument was acknowledged before me this 13th day of FEBRUARY, 1997, by Richard H. Stowe, who:

☒ is personally known to me

☐ has produced _____ as identification

and who did take an oath.

Dorothy R. Roberts
Notary Public, State of Florida NEW YORK
COUNTY OF NEW YORK

Name of notary typed, printed or stamped:
Serial Number, if any:
My commission expires:

DOROTHY R. ROBERTS
Notary Public, State of New York
No. 31-4996245
Qualified in New York County
Commission Expires May 11, 1998