

P 98000098349
AH: Darlene

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

AMERICA'S HEALTH CHOICE MEDICAL PLANS, INC.

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TALLAHASSEE, FLORIDA

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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AMERICA'S HEALTH CHOICE OF FT. PIERCE, INC., a Florida corporation,
P98000062805

AMERICA'S HEALTH CHOICE OF INDIAN RIVER, INC., a Florida corporation,
P98000059131

AMERICA'S HEALTH CHOICE OF SEBASTIAN, INC., a Florida corporation,
P98000029702

VERO BEACH MEDICAL CENTER, INC., a Florida corporation, P96000098065

INTO

AMERICA'S HEALTH CHOICE MEDICAL PLANS, INC., a Florida corporation,
P98000098349.

File date: December 10, 1998

Corporate Specialist: Darlene Connell

AH: Darlene

**Florida Department of State
Division of Corporations
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Sandra B. Morham, Secretary of State**

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MERGER OR SHARE EXCHANGE

AMERICA'S HEALTH CHOICE MEDICAL PLANS, INC.

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ARTICLES OF MERGER
of
VERO BEACH MEDICAL CENTER, INC.,
a Florida corporation,
AMERICA'S HEALTH CHOICE OF SEBASTIAN, INC.,
a Florida corporation,
AMERICA'S HEALTH CHOICE OF INDIAN RIVER, INC.,
a Florida corporation,
and
AMERICA'S HEALTH CHOICE OF FT. PIERCE, INC.,
a Florida corporation
into
AMERICA'S HEALTH CHOICE MEDICAL PLANS, INC.,
a Florida corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, AMERICA'S HEALTH CHOICE MEDICAL PLANS, INC., a Florida corporation ("Surviving Corporation"), and VERO BEACH MEDICAL CENTER, INC. a Florida corporation, AMERICA'S HEALTH CHOICE OF SEBASTIAN, INC., a Florida corporation, AMERICA'S HEALTH CHOICE OF INDIAN RIVER, INC., a Florida corporation and AMERICA'S HEALTH CHOICE OF FT. PIERCE, INC., a Florida corporation (collectively the "Nonsurviving Corporations"), adopt the following Articles of Merger for the purpose of merging Nonsurviving Corporations into Surviving Corporation.

PLAN OF MERGER

1. The Plan of Merger setting forth the terms and conditions of the merger of Nonsurviving Corporations into Surviving Corporation is attached to these Articles as an exhibit and incorporated herein by reference.

ADOPTION OF PLAN

2. There are one hundred (100) shares of common stock, each of \$1.00 par value, issued and outstanding of the VERO BEACH MEDICAL CENTER, INC. that were entitled to vote on the Plan of Merger. One Hundred (100) shares were voted in favor of the Plan of Merger and no shares were voted against the Plan of Merger at a special meeting of the shareholders of VERO BEACH MEDICAL CENTER, INC. held on November 30, 1998.

3. There are one hundred (100) shares of common stock, each of \$1.00 par value, issued and outstanding of the AMERICA'S HEALTH CHOICE OF SEBASTIAN, INC. that were entitled to vote on the Plan of Merger. One Hundred (100) shares were voted in favor of the Plan of Merger and no shares were voted against the Plan of Merger at a special meeting of the shareholders of AMERICA'S HEALTH CHOICE OF SEBASTIAN, INC. held on November 30, 1998.

4. There are one hundred (100) shares of common stock, each of \$1.00 par value, issued and outstanding of the AMERICA'S HEALTH CHOICE OF INDIAN RIVER, INC. that were entitled to vote on the Plan of Merger. One Hundred (100) shares were voted in favor of the Plan

of Merger and no shares were voted against the Plan of Merger at a special meeting of the shareholders of AMERICA'S HEALTH CHOICE OF INDIAN RIVER, INC. held on November 30, 1998.

5. There are one hundred (100) shares of common stock, each of \$1.00 par value, issued and outstanding of the AMERICA'S HEALTH CHOICE OF FT. PIERCE, INC. that were entitled to vote on the Plan of Merger. One Hundred (100) shares were voted in favor of the Plan of Merger and no shares were voted against the Plan of Merger at a special meeting of the shareholders of AMERICA'S HEALTH CHOICE OF FT. PIERCE, INC. held on November 30, 1998.

6. There are one hundred (100) shares of common stock, each of \$1.00 par value of Surviving Corporation issued and outstanding that were entitled to vote on the Plan of Merger. One hundred (100) shares were voted in favor of the Plan of Merger and no shares were voted against the Plan of Merger at a special meeting of the shareholders of Surviving Corporation held on November 30, 1998.

EFFECTIVE DATE

7. The Plan of Merger shall be effective when these Articles of Merger are filed with the Secretary of State of Florida.

COMPLIANCE WITH LAWS

8. a. The laws of the State of Florida, the jurisdiction of organization of the Nonsurviving Corporations, permit the merger contemplated by the Plan of Merger. The Plan of Merger and the performance of its terms were duly authorized by all action required by the laws of the State of Florida and by the constituent documents for each of the Nonsurviving Corporations.

b. The laws of the State of Florida, the jurisdiction of organization of Surviving Corporation permit the merger contemplated by the Plan of Merger. The Plan of Merger and the performance of its terms were duly authorized by all action required by the laws of the State of Florida and by the constituent documents for Surviving Corporation.

PURPOSES OF SURVIVING CORPORATION

9. The Surviving Corporation shall have the purpose of engaging in any and all lawful activities that shall be determined by its Board of Directors.

CAPITAL


10. The Surviving Corporation shall continue to be organized with one thousand (1,000) shares of common stock, each share having a par value of \$1.00 per share.

AGREEMENT


11. The Surviving Corporation hereby agrees to furnish a copy of these Articles and Agreement of Merger attached hereto to any of its stockholders or to any person who was a stockholder of any of the Nonsurviving Corporations upon written request and without charge.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of December 9, 1998.


AMERICA'S HEALTH CHOICE MEDICAL PLANS, INC.,
a Florida corporation

By: 
WALTER JANKE, President & Secretary


VERO BEACH MEDICAL CENTER, INC.,
a Florida corporation

By: 
WALTER JANKE, President & Secretary


AMERICA'S HEALTH CHOICE OF SEBASTIAN, INC.,
a Florida corporation

By: 
WALTER JANKE, President & Secretary

AMERICA'S HEALTH CHOICE OF INDIAN RIVER, INC.,
a Florida corporation

By: 
WALTER JANKE, President & Secretary

AMERICA'S HEALTH CHOICE OF FT. PIERCE, INC.,
a Florida corporation

By: 
WALTER JANKE, President & Secretary

EXHIBIT

PLAN AND AGREEMENT OF REORGANIZATION
by Merger of
VERO BEACH MEDICAL CENTER, INC.,
 a Florida corporation,
AMERICA'S HEALTH CHOICE OF SEBASTIAN, INC.,
 a Florida corporation,
AMERICA'S HEALTH CHOICE OF INDIAN RIVER, INC.,
 a Florida corporation,
 and
AMERICA'S HEALTH CHOICE OF FT. PIERCE, INC.,
 a Florida corporation,
 with and into
AMERICA'S HEALTH CHOICE MEDICAL PLANS, INC.,
 a Florida corporation

This Plan and Agreement of Merger (Agreement) is entered into on November 30, 1998, between VERO BEACH MEDICAL CENTER, INC., AMERICA'S HEALTH CHOICE OF SEBASTIAN, INC., AMERICA'S HEALTH CHOICE OF INDIAN RIVER, INC., and AMERICA'S HEALTH CHOICE OF FT. PIERCE, INC., each a Florida corporation (sometimes collectively referred to as the "Merging Corporations"), and AMERICA'S HEALTH CHOICE MEDICAL PLANS, INC., a Florida corporation (sometimes referred to as the "Surviving Corporation").

ARTICLE 1.
PLAN OF MERGER

Plan Adopted

1.01 A plan of merger of VERO BEACH MEDICAL CENTER, INC., AMERICA'S HEALTH CHOICE OF SEBASTIAN, INC., AMERICA'S HEALTH CHOICE OF INDIAN RIVER, INC., and AMERICA'S HEALTH CHOICE OF FT. PIERCE, INC., each a Florida corporation, into AMERICA'S HEALTH CHOICE MEDICAL PLANS, INC., a Florida corporation, pursuant to Section 607.1101 of the Florida Statutes and Section 368(a)(1)(A) of the Internal Revenue Code, is adopted as follows:

(a) VERO BEACH MEDICAL CENTER, INC., AMERICA'S HEALTH CHOICE OF SEBASTIAN, INC., AMERICA'S HEALTH CHOICE OF INDIAN RIVER, INC., and AMERICA'S HEALTH CHOICE OF FT. PIERCE, INC., each a Florida corporation, shall be merged with and into AMERICA'S HEALTH CHOICE MEDICAL PLANS, INC., a Florida corporation, to exist and be governed by the laws of the State of Florida.

(b) The name of the Surviving Corporation shall be AMERICA'S HEALTH CHOICE MEDICAL PLANS, INC., a Florida corporation.

Audit No.: H98000022998

(c) When this agreement shall become effective, the separate corporate existence of VERO BEACH MEDICAL CENTER, INC., AMERICA'S HEALTH CHOICE OF SEBASTIAN, INC., AMERICA'S HEALTH CHOICE OF INDIAN RIVER, INC., and AMERICA'S HEALTH CHOICE OF FT. PIERCE, INC., each a Florida corporation, shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of Merging Corporations, and shall be subject to all the debts and liabilities of Merging Corporations in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(d) The Surviving Corporation will carry on business with the assets of Merging Corporations, as well as with the assets of Surviving Corporation.

(e) The shareholders of Merging Corporations will surrender all of their shares in the manner hereinafter set forth.

(f) In exchange for the shares of Merging Corporations, surrendered by their shareholders, the Surviving Corporation will issue and transfer to the shareholders of Merging Corporations, on the basis set forth in Article 4 below, shares of its common stock.

(g) The Articles of Incorporation of AMERICA'S HEALTH CHOICE MEDICAL PLANS, INC., as existing on the effective date of the merger, shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended, or repealed as provided in the Articles or as provided by law.

(h) The purpose of the Surviving Corporation shall be to conduct any and all lawful activities permitted under law.

Effective Date

1.02 The effective date of the merger (Effective Date) shall be when the Articles of Merger are filed with the Secretary of State of Florida.

**ARTICLE 2.
REPRESENTATIONS AND WARRANTIES
OF CONSTITUENT CORPORATIONS**

Nonsurvivor

2.01 As a material inducement to the Surviving Corporation to execute this Agreement and perform its obligations under this Agreement, each of the Merging Corporations, represent and warrant to the Surviving Corporation as follows:

(a) Each of the Merging Corporations, is a corporation duly organized, validly existing, and in good standing under the laws of the State of Florida with corporate power and authority to own property and carry on its business as it is now being conducted.

(b) Each of the Merging Corporations is authorized by its Articles of Organization, as amended, to issue one thousand (1,000) shares of common stock, each with a par value of \$1.00 per share, one hundred (100) of which are duly and validly issued and outstanding.

(c) All required federal, state, and local tax returns of Merging Corporations, have been accurately prepared and duly and timely filed, and all federal, state, and local taxes required to be paid with respect to the periods covered by the returns have been paid. Merging Corporations, have not been delinquent in the payment of any tax or assessment.

Survivor

2.02 As a material inducement to Merging Corporations, to execute this Agreement and perform their obligations under this Agreement, Surviving Corporation, represents and warrants to the Merging Corporations, as follows:

(a) Surviving Corporation, is a corporation duly organized, validly existing, and in good standing under the laws of the State of Florida, with corporate power and authority to own property and carry on its business as it is now being conducted.

(b) Surviving Corporation is authorized by its Articles of Incorporation to issue one thousand (1,000) shares of common stock, par value \$1.00 per share, seven hundred fifty (750) of which are duly and validly issued and outstanding.

**ARTICLE 3.
COVENANTS, ACTIONS AND OBLIGATIONS
PRIOR TO THE EFFECTIVE DATE**

Submission to Shareholders

3.01 This Agreement shall be submitted separately to the shareholders of the constituent corporations in the manner provided by the law for approval.

**ARTICLE 4.
MANNER OF CONVERTING SHARES**

Manner

4.01 The holders of shares of each of the Merging Corporations, shall surrender their shares to the Secretary of the Surviving Corporation, promptly after the Effective Date, in exchange for shares of the Surviving Corporation to which they are entitled under this Article 4.

Basis

4.02 The shareholders of Merging Corporations, shall be entitled to receive .625 shares of common stock of the Surviving Corporation, for each share of stock of Merging Corporations surrendered.

**ARTICLE 5.
DIRECTORS AND OFFICERS**

Directors and Officers of Survivor

5.01 (a) The Board of Directors of the Surviving Corporation shall consist of WALTER JANKE. Such individual shall serve as a Director until the next annual meeting or until his earlier resignation, removal from office, or death.

(b) If a vacancy shall exist on the Board of Directors of the Surviving Corporation on the Effective Date of the merger, the vacancy may be filled by its shareholders, as provided in the bylaws of the Surviving Corporation.

(c) Until the Board of Directors of the Surviving Corporation shall determine otherwise, each of the following persons shall serve as officers of the Surviving Corporation in the office opposite his/her name:

WALTER JANKE	President
WALTER JANKE	Secretary
LALITA JANKE	Vice President
WALTER JANKE	Treasurer

The Board of Directors of the Surviving Corporation may elect or appoint additional officers as it deems necessary.

**ARTICLE 6.
BYLAWS**

Bylaws of Survivor

6.01 The bylaws of Surviving Corporation, as existing on the Effective Date of the merger, shall continue in full force as the bylaws of the Surviving Corporation until altered, amended, or repealed as provided in its bylaws or as provided by law.

**ARTICLE 7.
TERMINATION**

Circumstances

7.01 This Agreement may be terminated and the merger may be abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of Florida, notwithstanding the approval of the shareholders of any of the constituent corporations:

(a) By mutual consent of the Board of Directors of the constituent corporations.

(b) At the election of the Board of Directors of any constituent corporation if:

(1) The number of shareholders of any constituent corporation, or of any, dissenting from the merger shall be so large as to make the merger, in the opinion of any Board of Directors, inadvisable or undesirable.

(2) Any material litigation or proceeding shall be instituted or threatened against any constituent corporation, or any of their assets, that, in the opinion of any Board of Directors, renders the merger inadvisable or undesirable.

(3) Any legislation shall be enacted that, in the opinion of any of the Board of Directors of any of the constituent corporations, renders the merger inadvisable or undesirable.

(4) Between the date of this Agreement and the Effective Date, there has been, in the opinion of any Board of Directors of any of the constituent corporations, any materially adverse change in the business or condition, financial or otherwise, of either constituent corporation.

(5) Any Board of Directors of any of the constituent corporations receives an opinion letter from its attorney, in substance, that for federal income tax purposes the merger will not qualify as a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code and that gain or loss will be recognized to any corporation or to the shareholders of any constituent corporation on the exchange of common stock of the Merging Corporations for stock of the Surviving Corporation.

Notice of and Liability on Termination

7.02 If an election is made to terminate this Agreement and abandon the merger:

(a) The President of the constituent corporation whose Board of Directors has made the election shall give immediate notice of the election to the other constituent corporations.

(b) On the giving of notice as provided in Subparagraph (a), this Agreement shall terminate and the proposed merger shall be abandoned, and except for payment of its own costs and

expenses incident to this Agreement, there shall be no liability on the part of any constituent corporation as a result of the termination and abandonment.

**ARTICLE 8.
INTERPRETATION AND ENFORCEMENT**

Further Assurances

8.01 Each of the Merging Corporations, agree that from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all deeds and other instruments as may be reasonably requested. Each of the Merging Corporations, further agree to take or cause to be taken any further or other actions as the Surviving Corporation may deem necessary or desirable to vest in, to perfect in, or to conform of record or otherwise to the Surviving Corporation title to and possession of all of its property, rights, privileges, powers, and franchises to carry out the intent and purposes of this Agreement.

Entire Agreement; Counterparts

8.02 This Agreement and the exhibits to this Agreement contain the entire agreement between the parties with respect to the contemplated transaction. This Agreement may be executed in any number of counterparts, all of which taken together shall be deemed one original.

Controlling Law

8.03 The validity, interpretation and performance of this Agreement shall be governed by, construed, and enforced in accordance with the laws of the State of Florida.

WHEREOF, this Agreement was executed on the 30th day of November, 1998.

AMERICA'S HEALTH CHOICE MEDICAL PLANS, INC.,
a Florida corporation

By: 
WALTER JANKE, President & Secretary

VERO BEACH MEDIAL CENTER, INC.,
a Florida corporation

By: 
WALTER JANKE, President & Secretary

AMERICA'S HEALTH CHOICE OF SEBASTIAN, INC.,
a Florida corporation

By: 
WALTER JANKE, President & Secretary

AMERICA'S HEALTH CHOICE OF INDIAN RIVER, INC.,
a Florida corporation

By: 
WALTER JANKE, President & Secretary

AMERICA'S HEALTH CHOICE OF FT. PIERCE, INC.,
a Florida corporation

By: 
WALTER JANKE, President & Secretary

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