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Tallahassee, Florida 32301
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158790

October 8, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

HealthCare USA, Inc. into Coventry Health Care Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
☒ Certified Copy

Type of Document

- ☐ Certificate of Status
☐ Certificate of Good Standing
☐ Articles Only

Retrieval Request

- ☐ Photocopy
☐ Certified Copy

All Charter Documents to Include
Articles & Amendments
☐ Fictitious Name Certificate

- ☐ Other

NEED TODAY

's date

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
OCT -8 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

RECEIVED
OCT -8 PM 4:03

C. Coulllette OCT 15 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

HEALTHCARE USA, INC., a Florida corporation, V58790

INTO

COVENTRY HEALTH CARE, INC., a Delaware entity not qualified in Florida

File date: October 8, 2002

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 9, 2002

UCC FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL

SUBJECT: HEALTHCARE USA, INC.
Ref. Number: V58790

We have received your document for HEALTHCARE USA, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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 (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 002A00056466

RECEIVED
02 OCT 16 AM 10:15

**ARTICLES OF MERGER
BETWEEN
HEALTHCARE USA, INC.
AND
COVENTRY HEALTH CARE, INC.**

FILED
02 OCT -8 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Article of Merger ("Certificate") is made as of the 1st day of October, 2002, by and between Coventry Health Care Inc., a Delaware Corporation and HealthCare USA, Inc., a Florida Corporation, (collectively the "Constituent Corporations").

WHEREAS, HealthCare USA, Inc. deems it advisable and generally beneficial to itself and to its sole shareholder that HealthCare USA, Inc. merge with and into Coventry Health Care, Inc.; and,

WHEREAS, Coventry Health Care, Inc. deems it advisable and generally beneficial to itself and to its shareholders that Coventry Health Care, Inc. merge with HealthCare USA, Inc.

NOW, THEREFORE, the Constituent Corporations, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby agree to merge on the terms and conditions herein provided, as follows:

1. **The Merger.** HealthCare USA, Inc. a Florida corporation, will merge with and into Coventry Health Care, Inc., a Delaware Corporation (the "**Merger**") at the Effective Time, as defined below, and the separate existence of HealthCare USA, Inc. will thereupon cease, and Coventry Health Care, Inc. shall be the corporation surviving the Merger (the "**Surviving Corporation**"), in accordance with the applicable provisions of Delaware General Corporation Law.

2. **The Effective Time.** The Merger shall become effective upon the date of filing with Secretary of State ("**Effective Time**"). The Merger shall have the effect set forth in the Delaware General Corporation Law. The Surviving Corporation may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of either HealthCare USA, Inc. or the Surviving Corporation in order to carry out and effectuate the transactions contemplated by this Certificate.

3. The Certificate of Incorporation and the Bylaws of Coventry Health Care, Inc. in effect immediately prior to the Effective Time shall be the Certificate of Incorporation and the Bylaws of the Surviving Corporation in effect immediately after the Effective Time.

4. By operation of law, as of the Effective Time, each share of stock of HealthCare USA, Inc. as well as the Article of Incorporation, as amended, and the Bylaws of HealthCare USA, Inc. in existence prior to the Effective Time shall be canceled.

5. HealthCare USA, Inc., a Florida corporation, is authorized to issue five (5) million shares of Preferred stock at \$.001 par value and ten (10) million shares of Common Stock at \$.01 par value.

6. From and after the Effective Time, Coventry Health Care, Inc., a Delaware corporation which, immediately prior to the Effective Time, held certificates representing all the outstanding shares of HealthCare USA, Inc. shall receive in exchange therefor, by operation of law which

shall not require the actual surrender of such thereafter canceled certificates, a certificate or certificates representing all the outstanding shares of the Surviving Corporation.

7. The Board of Directors and the officers of Coventry Health Care, Inc. serving immediately prior to the Effective Time shall be the Board of Directors and the officers of the Surviving Corporation immediately after the Effective Time and shall continue to serve their respective remaining terms.

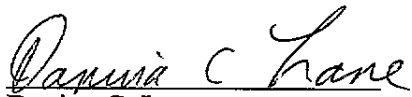
8. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with applicable law in accordance with Section 252 of the Delaware General Corporation Law.

9. An executed agreement of this document is on file at Coventry Health Care, Inc.'s office located at 6705 Rockledge Drive, Suite 900, Bethesda, MD 20817. A copy of this agreement will be furnished, on request, and without cost, to any stockholder of Coventry Health Care, Inc. or Healthcare USA, Inc.

INTENDING TO BE BOUND, this Certificate, having first been duly approved by resolution of the Board of Directors of Coventry Health Care, Inc. is hereby executed on behalf of each Constituent Entity by their respective, duly authorized officers.

HEALTHCARE USA, INC.

By:

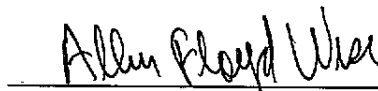


Davina C. Lane

President and Chief Executive Officer

COVENTRY HEALTH CARE, INC.

By:



Allen Floyd Wise

President and Chief Executive
Officer

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in accordance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Coventry Health Care, Inc.	Delaware

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
HealthCare USA, Inc.	Florida

Third: The terms and conditions of the merger are as follows:

On the Effective Date, the merging corporation shall be merged into the surviving corporation in accordance with the laws of Delaware and Florida, the separate existence of the merging corporation shall cease, and the surviving corporation shall conduct the business thereof. The surviving corporation shall continue its corporate existence under the laws of Delaware under the name "Coventry Health Care, Inc." (such merger being hereinafter referred to as the "**Merger**"), the Certificate of Incorporation and Bylaws of the surviving corporation shall be unchanged, the surviving corporation shall possess all the rights, privileges, powers, immunities and franchises of a public as well as of a private nature, and be subject to the restrictions, disabilities and duties of each of the constituent corporations. All property, real, personal and mixed, and all debts due to either of the constituent corporations on whatever account, as well as for stock subscriptions and all other things in action or belonging to each of the constituent corporations, shall be vested in the surviving corporation. All property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter the property of the surviving corporation to the same extent as they were of the constituent corporations, and the title to any real or personal property, whether by deed or otherwise, vested in either of the constituent corporations, shall not revert or be in any way impaired by reason of the Merger; provided that all rights of creditors and all liens upon any property affected by such liens immediately prior to the time of the Merger, and all debts, liabilities and duties of the constituent corporations shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

If at any time the surviving corporation shall deem or be advised that any further grants, assignments, confirmations or assurances are necessary or desirable to vest or to perfect or confirm of record or otherwise in the surviving corporation the title to any property of either constituent corporation, the officers of any one of them and the directors of such constituent corporation last in office shall, at the request of the surviving corporation, or their respective successors and assigns, execute or deliver any and all such deeds, assignments, confirmations and assurances and do all things necessary or proper so as to best prove, confirm and ratify title to such property in the surviving corporation or to otherwise carry-out the purposes of the Merger. The surviving corporation shall have the same power and authority to act in respect to any debts, liabilities and duties of the constituent corporations as the constituent corporations would have had, had they continued in existence.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares, obligations, or other securities of the surviving corporation or, in whole or in part, into cash or other property are as follows:

On the Effective Date, each share of the merging corporation's Common Stock shall, by virtue of the Merger and by operation of law, be converted into one (1) fully paid and non-assessable share of Common Stock of the surviving corporation, which shall be the only issued and outstanding shares of Common Stock of the Surviving Corporation at the Effective Date.

There are no other securities or rights to acquire securities of the merging corporation that are issued and outstanding.

Other Provisions relating to the merger are as follows:

None

**CERTIFICATE OF SECRETARY
OF
COVENTRY HEALTH CARE, INC.**

August 30, 2002

I, Shirley R. Smith, Secretary of Coventry Health Care, Inc., a Delaware corporation (the "Company"), DO HEREBY CERTIFY the following:

- 1) I am the duly elected Secretary of the Company; and
- 2) Attached hereto is a true, complete and correct copy of resolutions duly adopted on August 1, 2002, by the Board of Directors of the Company at its regular meeting, which approves and authorizes an agreement and plan of merger of HealthCare USA, Inc. ("HCUSA"), a wholly owned subsidiary of the Company, whereby HCUSA will be merged with and into the Company, and the Company will survive the merger; and
- 3) Such resolutions have not been amended, modified or revoked and remain in full force and effect as of the date hereof; and

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of August,

2002.

[SEAL]



Shirley R. Smith
Secretary

III.

**APPROVAL OF AGREEMENT AND PLAN OF MERGER OF
HEALTHCARE USA, INC. INTO COMPANY**

WHEREAS, HealthCare USA, Inc., a Florida corporation and wholly owned subsidiary of the Company ("HCUSA"), has a certificate of authority to operate as a health maintenance organization; and

WHEREAS, HCUSA has closed its operations and the Florida Department of Insurance has entered into an agreement with HCUSA to turn it its certificate of authority; and

WHEREAS, the Board of Directors believes it is in the best interest of the Company to merge HCUSA with and into the Company.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves and authorizes the Company to enter into an agreement and plan of merger with HealthCare USA, Inc., a Florida corporation ("HCUSA"), whereby HCUSA will be merged with and into the Company, and the Company will survive the merger ("Surviving Corporation"); and

RESOLVED, that the President of the Company, and such other officer or officers as the President may direct, are severally authorized to negotiate, execute and deliver an Agreement and Plan of Merger (the "Agreement of Merger") pursuant to which (i) HCUSA will merge into the Company, with the Company as the Surviving Corporation; (ii) the current Board of Directors and officers of the Company shall continue as the Board of Directors and officers, respectively, of the Surviving Corporation; (iii) the shares of HCUSA, all of which are owned by the Company, shall be cancelled upon consummation of the merger; and (iv) the Certificate of Incorporation and the Bylaws of Company shall continue to be the Certificate of Incorporation and Bylaws of the Surviving Corporation; such Agreement of Merger to contain such other terms and provisions as such officers shall severally deem necessary or appropriate; and

RESOLVED, that the President of the Company, and such other officer or officers as the President may direct, are severally authorized, in the name and on behalf of the Company, to do or cause to be done any and all acts and things and execute any and all agreements, documents and other instruments which may be or become necessary, desirable or proper to carry out the terms and conditions of the Agreement of Merger.

IV. AMENDMENT OF STOCK REPURCHASE PROGRAM

WHEREAS, on September 29, 1998, the Board of Directors of the Company authorized the adoption of a stock repurchase program, which was amended on December 20, 1999, to provide for the repurchase of up to 5% of the Company's outstanding common stock in the open market or in privately negotiated transactions using available net cash proceeds; and

**UNANIMOUS WRITTEN CONSENT
OF THE SOLE SHAREHOLDER
OF
HEALTHCARE USA, INC.**

Coventry Health Care, Inc., a Delaware corporation, being the sole Shareholder of HealthCare USA, Inc. a Florida corporation (the "**Company**"), does hereby waive any and all requirements for calling, giving notice of and holding a formal meeting of the Shareholders of the Company and, does hereby consent to the adoption of the following resolutions:

MERGER OF COMPANY

RESOLVED, that the merger of the Company, as proposed and recommended by Unanimous Written Consent of the Board of Directors of the Company July 31, 2002 is approved.

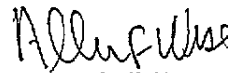
FURTHER RESOLVED, that the proper officers of the Company be, and hereby are, authorized and directed, for and in the name and on behalf of the Company, to do any and all acts and things and to execute any and all instruments and documents which may be or become necessary, desirable or proper to merge the Company, and to otherwise carry out, put into effect and make operative any portion or portions of these resolutions.

IN WITNESS WHEREOF, the undersigned has executed this consent as of the 31st day of July, 2002.

Coventry Health Care, Inc.

As the Sole Shareholder of
HealthCare USA, Inc.

By: _____



Allen F. Wise
President and Chief Executive Officer