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55-21-1-1-78

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

BREMER EHRLER
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS

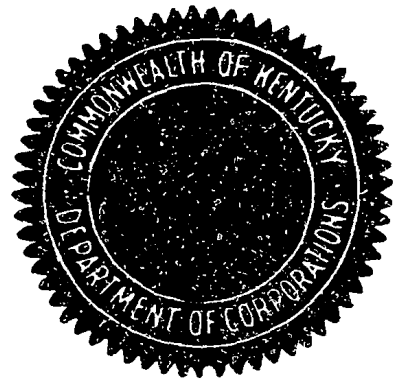
I, BREMER EHRLER, Secretary of State of the Commonwealth of Kentucky, do hereby certify that triplicate originals of Articles of Merger of

IPA CONSULTANTS OF KENTUCKY, INC.,

a DOMESTIC corporation, into HEALTHAMERICA NETWORK DEVELOPMENT CORPORATION a FOREIGN (NOT QUAL.) corporation, duly signed and verified pursuant to the provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Merger of

IPA CONSULTANTS OF KENTUCKY, INC.,
into HEALTHAMERICA NETWORK DEVELOPMENT CORPORATION (NOT QUAL.).



SECRETARY OF STATE

Witness my official signature and seal of office this 7TH day of JULY, 19 88, at Frankfort, Kentucky.

Bremer Ehrler

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ORIGINAL COPY FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

ARTICLES OF MERGER

OF

JUL 7 1988

#2500
Bremer E. Elder
SECRETARY OF STATE

IPA CONSULTANTS OF KENTUCKY, INC.
a Kentucky Corporation

#172756-9 plat

INTO

HEALTHAMERICA NETWORK DEVELOPMENT CORPORATION
a Delaware Corporation

N/Q

Pursuant to KRS 271A.385, the undersigned domestic and foreign corporations adopt the following Articles of Merger:

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FIRST: The names of the undersigned corporations and the States under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
HEALTHAMERICA NETWORK DEVELOPMENT CORPORATION	Delaware
IPA CONSULTANTS OF KENTUCKY, INC.	Kentucky

SECOND: The laws of the State of Delaware, under which the foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is HEALTHAMERICA NETWORK DEVELOPMENT CORPORATION; and such corporation is to be governed by the laws of the State of Delaware.

FOURTH: The plan of merger as set forth in Exhibit A attached hereto and made a part hereof was approved by the shareholders of the undersigned domestic corporation on the 9th day of May, 1988, in the manner prescribed by the Kentucky Revised Statutes, and was approved by the undersigned foreign corporation on the 9th day of May, 1988,

in the manner prescribed by the laws of the State under which its is organized.

FIFTH: As to the merging domestic corporation, the number of shares outstanding and the number of shares entitled to vote on such plan, and the number of such shares voted for and against the plan are as follows:

Name of Corporation	Number of Shares Outstanding	Number of Shares Entitled to Vote	Voted For	Voted Against
IPA CONSULTANTS OF KENTUCKY, INC.	1,000	1,000	1,000	-0-

SIXTH: As to the surviving foreign corporation, the Plan was duly adopted pursuant to subsection (f) of section 251 of Title 8 of the Delaware Code, without any vote of the stockholders of the surviving corporation.

SEVENTH: HEALTHAMERICA NETWORK DEVELOPMENT CORPORATION, the surviving corporation, agrees that it may be served with process in Kentucky in any proceeding for the enforcement of any obligation of any domestic corporation which is a party to such merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving or new corporation.

HEALTHAMERICA NETWORK DEVELOPMENT CORPORATION, the surviving corporation, irrevocably appoints the Secretary of State of Kentucky as its agent to accept service of process in any such proceeding.

HEALTHAMERICA NETWORK DEVELOPMENT CORPORATION, the surviving corporation, agrees that it will promptly pay to

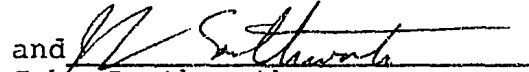
the dissenting shareholders of any such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Kentucky Revised Statutes with respect to the rights of dissenting shareholders.

HEALTHAMERICA NETWORK DEVELOPMENT CORPORATION, the surviving corporation, agrees that the courts of this state shall retain jurisdiction over that part of the corporate property within the limits of Kentucky in all matters which may arise as if said merger had not taken place.

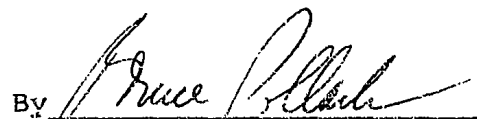
Dated the ²⁰~~6~~th day of June, 1988.

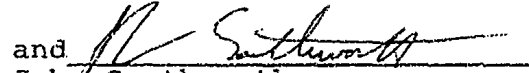
HEALTHAMERICA NETWORK
DEVELOPMENT CORPORATION

By 
Bruce Pollack
its President

and 
John Southworth
its Asst. Secretary

IPA CONSULTANTS OF KENTUCKY,
INC.

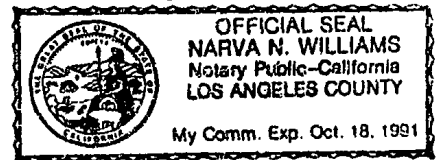
By 
Bruce Pollack
its President

and 
John Southworth
its Asst. Secretary

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

I, *Narva N. Williams*, a notary public, do hereby certify that on this *20th* day of *June*, 1988, personally appeared before me Bruce Pollack, who, being by me first duly sworn, declared that he is the President of HEALTHAMERICA NETWORK DEVELOPMENT CORPORATION, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

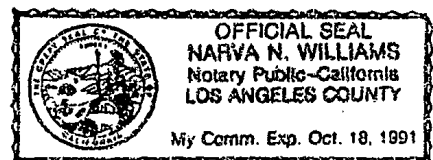
Narva N. Williams
Notary Public



STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

I, *Narva N. Williams*, a notary public, do hereby certify that on this *20th* day of *June*, 1988, personally appeared before me Bruce Pollack, who, being by me first duly sworn, declared that he is the President of IPA CONSULTANTS OF KENTUCKY, INC., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Narva N. Williams
Notary Public



PLAN OF MERGER

* * * *

FIRST: HEALTHAMERICA NETWORK DEVELOPMENT CORPORATION, a corporation organized under the laws of the State of Delaware, shall merge with and into itself and assume the liabilities and obligations of IPA CONSULTANTS OF KENTUCKY, INC., a corporation organized under the laws of the State of Kentucky. The name of the surviving corporation is HEALTHAMERICA NETWORK DEVELOPMENT CORPORATION.

SECOND: Since all of the issued and outstanding shares of HEALTHAMERICA NETWORK DEVELOPMENT CORPORATION, the surviving corporation, and all of the issued and outstanding shares of IPA CONSULTANTS OF KENTUCKY, INC., the merging corporation, are owned by MAXICARE HEALTH PLANS, INC., a California corporation, on the effective date of the merger all of the issued and outstanding shares of IPA CONSULTANTS OF KENTUCKY, INC., the merging corporation, shall be cancelled and no shares of the surviving corporation shall be issued in exchange therefor.

THIRD: The Certificate of Incorporation of HEALTHAMERICA NETWORK DEVELOPMENT CORPORATION shall be the Certificate of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Certificate of Incorporation because of the merger.

FOURTH: The by-laws of HEALTHAMERICA NETWORK DEVELOPMENT CORPORATION shall be the by-laws of the corporation surviving the merger.

FIFTH: The directors and officers of HEALTH-AMERICA NETWORK DEVELOPMENT CORPORATION shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company

FIGUEROA STREET SUITE 1000 LOS ANGELES, CAL. 90017 • (213) 627-8252
MAILING ADDRESS: P.O. BOX 30309, LOS ANGELES, CAL. 90030-0309

EFFECTIVE JULY 5, 1988

Our new address will be:

818 W. Seventh Street
Suite 1004
Los Angeles, CA 90017

June 28, 1988

Our telephone number will remain the same:

(213) 627-8252

RE: HEALTHAMERICA NETWORK DEVELOPMENT CORPORATION (DE DCM)
Merging: IPA CONSULTANTS OF KENTUCKY, INC. (KY DCM)

COUNSEL: Judith L. Young, Atty.
Wood, Lucksinger & Epstein
1900 Avenue of the Stars, Ste. 1700
Los Angeles, CA 90067

Secretary of State
Corporation Department
State Capitol Building
Frankfort, Kentucky 40601

Dear Sir:

Pursuant to the instructions of counsel, we attach the forms to merge the above corporations in your state. Please file and return evidence of filing directly to the undersigned.

If filing can not be completed promptly for any reason, please notify the undersigned by telephone. Our checks is attached to cover the filing fee.

Very truly yours,

C T CORPORATION SYSTEM

Mark A. Shelton
Service Representative

MAS/ald
Encls.

Please Call Our
Toll Free Number
1-800-421-8595