STATE OF NEW HAMPSHIRE

Fee for Form LLC 1A: $50.00
Filing fee: $35.00
Total fees $85.00
Use black print or type.
Leave 1" margins both sides.

Form No. LLC 1
RSA 304-C:12

FILED
APR 30 1997
WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

CERTIFICATE OF FORMATION

THE UNDERSIGNED, UNDER THE NEW HAMPSHIRE LIMITED LIABILITY COMPANY LAWS SUBMITS THE FOLLOWING CERTIFICATE OF FORMATION:

FIRST: The name of the Limited Liability Company is Good Health Medical Services of Franklin, L.L.C.

SECOND: The nature of the primary business or purposes are to develop an organization to contract with insurers and other sponsors of health insurance plans under which the organization will accept financial risk, to manage the delivery of medical services through its participating providers, and to arrange to provide coordinated medical services in the community, and any other activity permitted by New Hampshire law.

THIRD: The name of the limited liability company's registered agent is Walter Strauch and the street address (including zip code and post office box, if any) of its registered office is (agent's business address) Franklin Regional Hospital, 15 Aiken Avenue, Franklin, NH 03235

FOURTH: Membership interests will be issued pursuant to the Order attached as Exhibit A.

FIFTH: The latest date on which the limited liability company is to dissolve is May 1, 2047.

SIXTH: The management of the limited liability company is vested in a manager or managers.

Dated April 28, 1997

Signature: Walter A. Strauch
Print or Type Name: Walter A. Strauch
Title: Manager, duly authorized

EXHIBIT A

STATE OF NEW HAMPSHIRE
BUREAU OF SECURITIES REGULATION

IN THE MATTER OF:	)	
	)	
Good Health Medical Services of New Hampshire, L.L.C.	)	**DECLARATORY ORDER PURSUANT TO RSA 421-B:2, XX, (b) (1)**
Good Health Medical Services of Franklin, L.L.C.	)	
Good Health Medical Services of Laconia, L.L.C.	)	
Speare Health Network, L.L.C.	)	
Huggins Good Health Network, L.L.C.	)	

PROCEDURAL STATUS

On March 25, 1997, a filing was made with the Bureau of Securities Regulation concerning the above named entities to be formed under the New Hampshire limited liability company act. The petitioners requested a determination by the Secretary of State that, pursuant to RSA 421-B:2, XX, (b), (1), the interests in the entities were not securities under New Hampshire law.

The filing has been reviewed by the staff of the Bureau of Securities Regulation. The order that follows is made after review of the proposal and the application of the four pronged test for securities contained in *Sec v. Howey*, 328 U.S. 294 (1946).

ORDER

WHEREAS, finding it necessary and appropriate and in the public interest, and consistent with the purposes fairly intended by the policy and provisions of the New Hampshire Uniform Securities Act,

1. Pursuant to RSA 421-B:2, XX, (b), (1), the Secretary of State hereby determines that the membership interests of the above named entities are not securities within the meaning of the New Hampshire Uniform Securities Act.

2. This Order is conditioned upon the representations contained in the above mentioned filing of March 25, 1997, a copy of which filing is incorporated by reference herein.

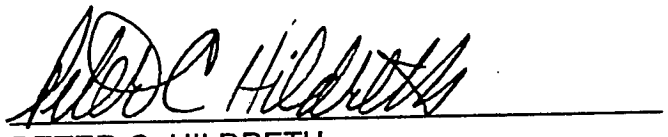
3. In the event of any material misrepresentations, errors or omissions in the above Filing, the determination contained in Paragraph 1 of this Order shall be null and void.

4. This Order applies only to the issues presented in the Filing and should not be construed as affect any other transactions.

5. This Order does not apply to any additional sales or offers to sell memberships other than those contemplated by this Order.

So Ordered, this, the 8th day of April, 1997.

SIGNED
WILLIAM M. GARDNER
SECRETARY OF STATE
BY HIS DESIGNEE



PETER C. HILDRETH
DIRECTOR OF SECURITIES REGULATION