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
MAY - 1 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 New Hampshire, 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 Thomas Clairmont

and the street address (including zip code and post office box, if any) of its registered office is (agent's business address) Lakes Region General Hospital, 80 Highland Street, Laconia, NH 03246

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 23, 19 97

Signature: F Kelsey MD
Print or Type Name: Frederick Kelsey, M.D.
Title: Manager

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

HUGGINS GOOD HEALTH NETWORK, L.L.C.

South Main Street
PO Box 912
Wolfeboro, NH 03894-0912

April 29, 1997

Secretary of State
State House, Room 204
107 North Main Street
Concord, NH 03301-4989

Dear Sir/Madam:

Huggins Good Health Network, L.L.C. (a New Hampshire Limited Liability Company) consents to the use of the names "Good Health Medical Services of New Hampshire, L.L.C.", "Good Health Medical Services of Laconia, L.L.C", or "Good Health Medical Services of Franklin, L.L.C." in the State of New Hampshire.

Sincerely,

Leslie N.H. MacLeod
Vice President & Manager

FOR

William G. Griever, Jr., MD
President & Manager

WGG:cjr
HHCONS

Good Health Medical Services of Laconia, LLC

April 30, 1997

1997 Board Officers:
Chairman
Gregory McCarthy, MD
Vice Chairman
Arnold Miller, MD
Treasurer
Henry Lipman
Secretary
Henry Lewis, MD
Ex Offico
Peter Walkley, MD

Board Members
James Bronson, MD
Theodore Capron, MD
Thomas Clairmont
Frederic Fernholz, MD
John Grobman, MD
Craig Markert, MD
Joseph Misiewicz, MD

Secretary of State
State House
Room 204
107 North Main Street
Concord, NH 03301-4989

Dear Sir/Madam:

Good Health Medical Services of Laconia L.L.C. (a New Hampshire Limited Liability Company) consents to the use of the names "Good Health Medical Services of New Hampshire, L.L.C.", "Huggins Good Health Network, L.L.C" or "Good Health Medical Services of Franklin, L.L.C." in the State of New Hampshire.

GOOD HEALTH MEDICAL SERVICES
OF LACONIA, L.L.C.

By: _____
Gregory McCarthy, MD, President

GM:scv

80 Highland Street
Laconia, NH 03246

Phone: 603-527-7100
Fax: 603-527-2887

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GOOD HEALTH MEDICAL SERVICES OF FRANKLIN, L.L.C.

15 Aiken Avenue
Franklin, NH 03235

April 29, 1997

Secretary of State
State House, Room 204
107 North Main Street
Concord, NH 03301-4989

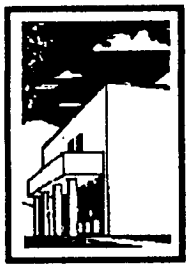
Dear Sir/Madam:

Good Health Medical Services of Franklin, L.L.C. (a New Hampshire Limited Liability Company) consents to the use of the names "Good Health Medical Services of New Hampshire, L.L.C.", "Good Health Medical Services of Laconia, L.L.C", or "Huggins Good Health Network, L.L.C." in the State of New Hampshire.

Sincerely,

Walter Strauch
President & Manager

WS:cjr
FRHCONS



SPEARE
MEMORIAL
HOSPITAL
2 Hospital Road
Plymouth, NH 03264-1199
603-536-1120

DAVID L. PEARSE, FACHE
Administrator

April 30, 1997

Secretary of State
State House
Room 204
107 North Main Street
Concord, NH 03301-4989

Dear Sir/Madam:

Speare Health Network, L.L.C. (a New Hampshire Limited Liability Company) consents to the use of the names "Good Health Medical Services of Franklin, L.L.C.", "Good Health Medical Services of New Hampshire, L.L.C.", "Good Health Medical Services of Laconia, L.L.C.", or "Huggins Good Health Network, L.L.C." in the State of New Hampshire

SPEARE HEALTH NETWORK, L.L.C.

By: David L. Pearse
David L. Pearse
Administrator