

FILED

OCT 2 2014



OFFICE OF
INSURANCE REGULATION
Docketed by: PLB

OFFICE OF INSURANCE REGULATION

KEVIN M. MCCARTY
COMMISSIONER

IN THE MATTER OF:

CASE NO.: 161255-14

ULTIMATE HEALTH PLANS, INC.
_____ /

ORDER OF SUSPENSION

TO: Michael F. Turrell, Chief Executive Officer
Ultimate Health Plans, Inc.
1244 Mariner Boulevard
Spring Hill, Florida 34609

THIS CAUSE came on for consideration as a result of the financial condition of ULTIMATE HEALTH PLANS, INC. (hereinafter referred to as "ULTIMATE") reported in the monthly financial statement ULTIMATE filed for the period ending August 31, 2014. The FLORIDA OFFICE OF INSURANCE REGULATION (hereinafter referred to as the "OFFICE"), having considered the matter and otherwise advised in the premises, finds as follows:

1. The OFFICE has jurisdiction over ULTIMATE and the subject matter of this proceeding.
2. ULTIMATE is a domestic health maintenance organization, licensed under Chapter 641, Florida Statutes, and is subject to the regulation of the OFFICE, pursuant to the Florida Insurance Code.

3. ULTIMATE entered into a Consent Order, Case No. 124485-12-CO, on March 29, 2012 (hereinafter referred to as the "Consent Order," attached as Exhibit A).

4. Paragraph nine (9) of the Consent Order states the following:

The OFFICE has relied upon APPLICANT's projected financial statements filed with the application. For the period beginning when the APPLICANT accepts any premium and for thirty-six (36) months thereafter, APPLICANT shall be required to maintain capital and surplus of the greater of one hundred and twenty percent (125%) of capital and surplus required by Section 641.225, Florida Statutes, or the amount shown in its projected financial statements on a quarterly basis. Should APPLICANT's actual capital and surplus on a monthly, quarterly, or annual basis be less than the capital and surplus requirement referenced above, APPLICANT shall immediately infuse such additional funds so that APPLICANT's capital and surplus will be compliant. Evidence of any infusion necessary to meet these requirements shall be included with APPLICANT's monthly, quarterly and annual financial statements filed with the OFFICE.

5. Based on the required capital and surplus outlined in paragraph nine (9) of the Consent Order, ULTIMATE is required to maintain a minimum surplus of one million eight hundred seventy-five thousand U.S. Dollars (\$1,875,000).

6. On September 23, 2014, ULTIMATE filed with the OFFICE its monthly financial statement for the period ending August 31, 2014, reporting surplus in the amount of one million seven hundred thousand six hundred eighty-eight U.S. Dollars (\$1,700,688), which is less than the minimum surplus ULTIMATE is required to maintain pursuant to paragraph nine (9) of the Consent Order.

7. ULTIMATE has failed to adhere to the requirements in paragraph nine (9) of the Consent Order.

8. Paragraph eighteen (18) of the Consent Order provides: "APPLICANT agrees that failure to adhere to one or more of the terms and conditions established in this Consent Order shall result, without further proceedings, in the immediate suspension or revocation of APPLICANT's Certificate of Authority pursuant to Sections 120.569(2)(n) and 120.60(6), Florida Statutes, or in such lesser penalties or sanctions as may be determined by the OFFICE in its sole discretion."

IT IS THEREFORE ORDERED THAT:

9. The Certificate of Authority of ULTIMATE to enroll new subscribers shall be immediately suspended until such time as ULTIMATE files a quarterly financial statement reflecting compliance with the requirements of paragraph nine (9) of the Consent Order.

10. Pursuant to Section 641.23(4), Florida Statutes, ULTIMATE is suspended for a period of one year from the date of this Order of Suspension. The conditions noted in paragraph nine (9) of this Order of Suspension must be met by ULTIMATE prior to reinstatement of its Certificate of Authority to enroll new subscribers.

11. This Order of Suspension is subject to rescission or modification by further order of the OFFICE prior to the expiration of the suspension period.

12. ULTIMATE must request reinstatement of its Certificate of Authority to enroll new subscribers. Pursuant to Section 641.23(4), Florida Statutes, the OFFICE will not grant reinstatement if it finds that the circumstances for which the suspension occurred still exists or are likely to recur or if ULTIMATE is not in full compliance with the Florida Insurance Code.

13. ULTIMATE must continue to file with the OFFICE all documents and information required by the Florida Insurance Code as if its Certificate of Authority had continued in full force.

14. ULTIMATE must continue to honor all claims and liabilities arising under its contractual obligations in the State of Florida.

15. In the event ULTIMATE fails to comply with any provision of this Order of Suspension, the OFFICE may impose upon ULTIMATE such further administrative penalties or other appropriate remedies as authorized by the Florida Insurance Code.


16. The OFFICE retains continuing jurisdiction over ULTIMATE or its successors to enforce the provisions of the Florida Insurance Code applicable to the satisfaction of past, current, or future claims, liabilities, or other obligations of ULTIMATE that have arisen or may arise in the State of Florida, and to enforce the provisions of this Order of Suspension.

WHEREFORE, subject to the terms and conditions set forth above, ULTIMATE's Certificate of Authority is hereby SUSPENDED.

FUTHER, all terms and conditions contained herein are ORDERED.

DONE and ORDERED this 2nd day of October, 2014.




Kevin M. McCarty, Commissioner
Office of Insurance Regulation

NOTICE OF RIGHTS

Pursuant to Sections 120.569 and 120.57, Florida Statutes and Rule Chapters 28-106, Florida Administrative Code (F.A.C.), you have a right to request a proceeding to contest this action by the Office of Insurance Regulation (hereinafter the "Office"). You may request a proceeding by filing a Petition. Your Petition must be in writing and must be filed with the General Counsel acting as the Agency Clerk, Office of Insurance Regulation. If served by U.S. Mail the Petition should be addressed to the Florida Office of Insurance Regulation at 647 Larson Building, Tallahassee, Florida 32399-4206. If Express Mail or hand delivery is utilized, the Petition should be delivered to 647 Larson Building, 200 East Gaines Street, Tallahassee, Florida 32399-0300. The written Petition must be received by, and filed in the Office no later than 5:00 p.m. on the twenty-first (21) day after your receipt of this notice. Unless your Petition challenging this action is received by the Office within twenty-one (21) days from the date of the receipt of this notice, the right to a proceeding shall be deemed waived. Mailing the response on the twenty-first day will not preserve your right to a hearing.

If a proceeding is requested and there is no dispute of material fact the provisions of Section 120.57(2), Florida Statutes would apply. In this regard you may submit oral or written evidence in opposition to the action taken by this agency or a written statement challenging the grounds upon which the agency has relied. While a hearing is normally not required in the absence of a dispute of fact, if you feel that a hearing is necessary one will be conducted in Tallahassee, Florida or by telephonic conference call upon your request.

If you dispute material facts which are the basis for this agency's action you may request a formal adversarial proceeding pursuant to Sections 120.569 and 120.57(1), Florida Statutes. If you request this type of proceeding, the request must comply with all of the requirements of Rule Chapter 28-106.2015, F.A.C., including but not limited to:

- a) A statement requesting an administrative hearing identifying those material facts that are in dispute. If there are none, the petition must so state; and
- b) A statement of when the respondent received notice of the agency's action.

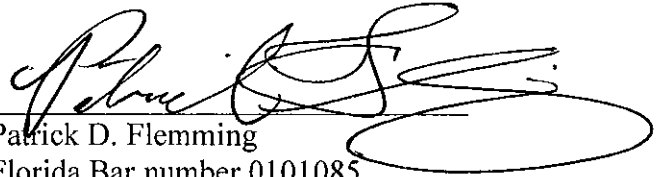
These proceedings are held before a State Administrative Law Judge of the Division of Administrative Hearings. Unless the majority of witnesses are located elsewhere the Office will request that the hearing be conducted in Tallahassee.

In some instances, you may have additional statutory rights than the ones described herein.

Failure to follow the procedure outlined with regard to your response to this notice may result in the request being denied. Any request for administrative proceeding received prior to the date of this notice shall be deemed abandoned unless timely renewed in compliance with the guidelines as set out above.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of this Order of Suspension was sent by Certified Mail to Michael F. Turrell, Chief Executive Officer, Ultimate Health Plans, Inc., 1244 Mariner Boulevard, Spring Hill, Florida 34609, this 2 day of October, 2014.



Patrick D. Flemming
Florida Bar number 0101085
Assistant General Counsel
Florida Office of Insurance Regulation
200 East Gaines Street
Tallahassee, Florida 32399-4206
Phone: (850) 413-4276
Email: patrick.flemming@floi.com

EXHIBIT

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FILED

MAR 29 2012

OFFICE OF
INSURANCE REGULATION

Docketed by: UE

OFFICE OF INSURANCE REGULATION

KEVIN M. MCCARTY
COMMISSIONER

IN THE MATTER OF:

CASE NO. 124485-12-CO

ULTIMATE HEALTH PLANS, INC.
Application for a Certificate of Authority
to operate as a Health Maintenance Organization

CONSBNT ORDER

THIS CAUSE came on for consideration upon the filing of an application with the OFFICE OF INSURANCE REGULATION (hereinafter referred to as the "OFFICE"), for the issuance of a Certificate of Authority to ULTIMATE HEALTH PLANS, INC., (hereinafter referred to as "APPLICANT") to operate as a Health Maintenance Organization pursuant to Part I of Chapter 641, Florida Statutes. Following a complete review of the entire record, and upon consideration thereof, and being fully advised in the premises, the OFFICE hereby finds, as follows:

1. The OFFICE has jurisdiction over the subject matter of and parties to this proceeding.
2. APPLICANT has applied for and, subject to the terms and conditions established herein, has satisfactorily met all of the conditions precedent to the granting of a Certificate of Authority to operate as a Health Maintenance Organization pursuant to Part I of Chapter 641, Florida Statutes.

3. APPLICANT affirms that all explanations, representations and documents provided to the OFFICE in connection with this application, including all attachments and supplements thereto, are true and correct, and fully describe all transactions, agreements, ownership structure, operations and control of the APPLICANT.

4. APPLICANT is a stock corporation organized under the laws of the State of Florida on October 10, 2011. APPLICANT is one hundred percent (100%) owned by Medhat A. Reheem, M.D.

5. APPLICANT represents that none of its funds or assets are currently pledged, committed or encumbered and said funds and assets shall remain free and clear of any and all liens and/or encumbrances unless prior written approval to pledge, commit, or encumber is obtained from the OFFICE.

6. APPLICANT has made material representations that none of its officers, directors or five percent (5%) or more shareholders have been found guilty of, or have pleaded guilty or nolo contendere to, a felony or a misdemeanor other than a minor traffic violation without regard to whether a judgment or conviction was entered by the court.

7. APPLICANT represent that it has submitted complete information on each of the above individuals named in paragraph six (6) above, and that if material information has not been provided, any such individual shall be removed within thirty (30) days of receipt of notification from the OFFICE and replaced with a person acceptable to the OFFICE.

8. If, upon receipt of notification from the OFFICE pursuant to paragraph seven (7) above, APPLICANT does not timely take the required corrective action, APPLICANT agrees that such failure to act would constitute an immediate danger to the public and the OFFICE may immediately suspend, revoke, or take other administrative action as it deems appropriate upon

the Certificate of Authority of the APPLICANT without further proceedings, pursuant to Sections 120.569(2)(n) and 120.60(6), Florida Statutes.

9. The OFFICE has relied upon APPLICANT's projected financial statements filed with the application. For the period beginning when APPLICANT accepts any premium and for thirty-six (36) months thereafter, APPLICANT shall be required to maintain capital and surplus of the greater of one hundred and twenty-five percent (125%) of the capital and surplus required by Section 641.225, Florida Statutes, or the amount shown in its projected financial statements on a quarterly basis. Should APPLICANT's actual capital and surplus on a monthly, quarterly or annual basis be less than the capital and surplus requirement referenced above, APPLICANT shall immediately infuse such additional funds so that APPLICANT's capital and surplus will be compliant. Evidence of any infusion necessary to meet these requirements shall be included with APPLICANT's monthly, quarterly and annual financial statements filed with the OFFICE.

10. Medhat A. Reheem, M.D., represents that he shall make all necessary funds available to maintain APPLICANT in compliance with the surplus requirements of Section 641.225, Florida Statutes and paragraph nine (9) above. Said representation is material to issuance of this Consent Order.

11. APPLICANT represents that there are no other agreements, written or oral, related to the management of APPLICANT that have not been provided to the OFFICE.

12. APPLICANT represents that there are no agreements, written or oral, related to the initial funding of APPLICANT that have not been provided to the OFFICE.

13. APPLICANT shall file with the Division of Insurance Fraud of the Department of Financial Services (hereinafter referred to as "Division") its anti-fraud plan pursuant to Section 641.3915, Florida Statutes, within sixty (60) days of the date of execution of this Consent Order.

and shall not transact business until it receives the Division's written approval. Further APPLICANT shall thereafter maintain an anti-fraud plan that complies with Section 641.3915, Florida Statutes.

14. APPLICANT shall comply with its Plan of Operation and supporting documents as submitted with the application. Written approval must be secured from the OFFICE prior to any material deviation from said Plan of Operation.

15. APPLICANT shall within ten (10) business days of the execution of this Consent Order, register with the National Association of Insurance Commissioners.

16. APPLICANT shall file with the OFFICE, via the National Association of Insurance Commissioners' electronic filing system, quarterly and annual financial statements in accordance with Section 641.26, Florida Statutes. APPLICANT shall file with the OFFICE, via the Regulatory Electronic Filing System at <https://apps.fldfs.com/REFS/Security/LogOn.aspx>, monthly financial statements starting with the first month of enrollment for the following thirty-six (36) months. The monthly financial statements are due on or before the twenty-fifth (25) day of the following month from the period ending date. The monthly financial statements include the Jurat page, Assets, Liabilities, Capital and Surplus, Statement of Revenue and Expenses, Cash Flow and Exhibit of Premiums, Enrollment and Utilization. The Statement of Revenue and Expenses and Cash Flow shall be filed on a cumulative year-to-date basis for monthly statements. All statements shall be in the current National Association of Insurance Commissioners Health blank format.

17. APPLICANT shall submit any contracts with affiliates, and amendments to such contracts, to the OFFICE for written approval prior to the execution and/or consummation of

such contract. Affiliates shall mean any entities defined by Section 641.19, Florida Statutes and includes ACCESS 2 HEALTHCARE PHYSICIANS, LLC.

18. APPLICANT agrees that failure to adhere to one or more of the terms and conditions established in this Consent Order shall result, without further proceedings, in the immediate suspension or revocation of APPLICANT's Certificate of Authority pursuant to Sections 120.569(2)(n) and 120.60(6), Florida Statutes, or in such lesser penalties or sanctions as may be determined by the OFFICE in its sole discretion.

19. APPLICANT represents that all information, representations, documents, explanations and statements provided to the OFFICE as part of this application process fully describes all agreements and understandings with regard to the licensure and the future operations of APPLICANT, and further agrees and affirms that said information, representations, documents, explanations and statements are material to the issuance of this Consent Order and have been relied upon by the OFFICE in its determination to enter into this Consent Order.

20. The deadlines set forth in this Consent Order may be extended by written approval of the OFFICE. Additionally, the various reporting requirements and any other provision or requirement set forth in this Consent Order may be altered or terminated by written approval of the OFFICE. Approval of any deadline extension is subject to statutory or administrative regulation limitations.

21. APPLICANT shall report to the OFFICE, Life and Health Financial Oversight, any time that it is named as a party defendant in a class action lawsuit, within fifteen (15) days after the class is certified, and APPLICANT shall include a copy of the complaint at the time it reports the class action lawsuit to the OFFICE.

22. Executive Order 13224, signed by President George W. Bush on September 23, 2001, blocks the assets of terrorists and terrorist support organizations identified by the United States Department of the Treasury, Office of Foreign Assets Control. The Executive Order also prohibits any transactions by U.S. persons involving in the blocked assets and interests. The list of identified terrorists and terrorist support organizations is periodically updated at the Treasury Department's Office of Foreign Assets Control website, <http://www.treas.gov/ofac/>. APPLICANT shall maintain and adhere to procedures necessary to detect and prevent prohibited transactions with individuals and entities which have been identified at the Treasury Department's Office of Foreign Assets Control website.

23. APPLICANT shall report to the OFFICE within sixty (60) days from the date of the execution of this Consent Order a certification evidencing compliance with all of the requirements of this Consent Order. Any exceptions shall be so noted and contained in the certification. Exceptions noted in the certification shall also include a timeline defining when the outstanding requirements of the Consent Order will be complete. Said certification shall be submitted to the OFFICE via electronic mail and directed to the attention of the Assistant General Counsel representing the OFFICE in this matter and as named in this Consent Order.

24. APPLICANT expressly waives a hearing in this matter, the making of findings of Fact and Conclusions of Law by the Office and all further and other proceedings herein to which may be entitled by law or rules of the Office. APPLICANT hereby knowingly and voluntarily waives all rights to challenge or to contest this Consent Order in any forum now or in the future available to it, including the right to any administrative proceeding, circuit or federal court action, or any appeal.

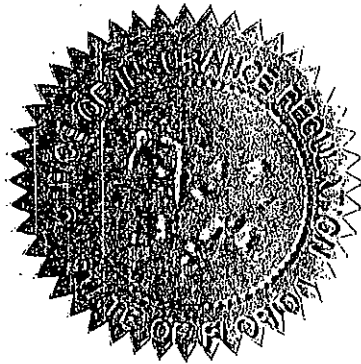
25. Each party to this action shall bear its own costs and fees.

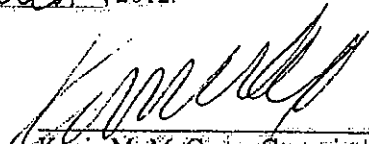
26. The parties agree that this Consent Order shall be deemed to be executed when the OFFICE has executed a copy of this Consent Order bearing signature of authorized representatives of the APPLICANT, notwithstanding the fact that the copy may have been transmitted to the OFFICE electronically. Further, APPLICANT agrees that its signature as affixed to the Consent Order shall be under the seal of a Notary Public.

WHEREFORE, the agreement between ULTIMATE HEALTH PLANS, INC., Medhat A. Reheem, M.D. and the OFFICE OF INSURANCE REGULATION, the terms and conditions of which are set forth above, is APPROVED, and the application for the issuance of a Certificate of Authority to ULTIMATE HEALTH PLANS, INC., to transact the business of insurance in Florida as a Health Maintenance Organization, in accordance with Part I of Chapter 641, Florida Statutes, is APPROVED.

FURTHER, all terms and conditions contained herein are hereby ORDERED.

DONE and ORDERED this 29th day of March, 2012.




Kevin M. McCarty, Commissioner
Office of Insurance Regulation

By execution hereof, ULTIMATE HEALTH PLANS, INC., consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions herein. The undersigned represents that he or she has the authority to bind ULTIMATE HEALTH PLANS, INC. to the terms and conditions of this Consent Order.

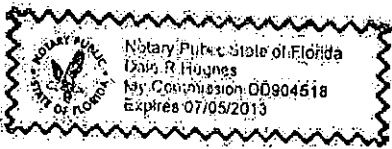
ULTIMATE HEALTH PLANS, INC.
By: [Signature]
Print Name: M. ALLAM REHEEM
Title: CEO
Date: 3/29/12

Corporate Seal _____

STATE OF Florida
COUNTY OF Hernando

The foregoing instrument was acknowledged before me this 29th day of March 2012,
by M. Allam Reheem as CEO
(name of person) (type of authority, e.g. officer, trustee attorney in fact)
for Ultimate Healthplans Inc.
(company name)

[Signature]
(Signature of the Notary)
Dale R Hughes
(Print, Type or Stamp Commissioned Name of Notary)



By execution hereof, MEDHAT A. REHEEM, M.D. consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions herein. The undersigned represents that he or she has the authority to bind MEDHAT A. REHEEM, M.D. to the terms and conditions of this Consent Order and has personal knowledge of the APPLICATION and the information provided therein.

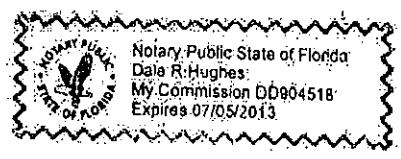
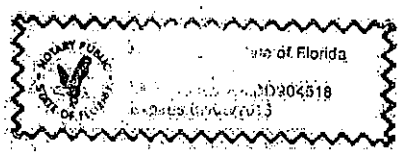
MEDHAT A. REHEEM, M.D.
By: [Signature]
Print Name: M. ALAM REHEEM
Title: CEO
Date: 7/29/12

STATE OF Florida
COUNTY OF Hernando

The foregoing instrument was acknowledged before me this 29th day of March 2012,
by M. Alam Reheem as CEO
(name of person) (type of authority ... e.g. officer, trustee, attorney in fact)
for Ultimate Healthplans Inc
(company name)

[Signature]
(Signature of the Notary)

Dale R Hughes
(Print, Type or Stamp Commissioned Name of Notary)



Copies Furnished To:

MEDHAT A. REHEEM, M.D., PRESIDENT
Ultimate Health Plans, Inc.
12900 Cortez Blvd, Suite 204
Brooksville, Florida 34613

PAUL MITCHELL
Southern Strategy Group
120 South Monroe Street
Tallahassee FL 32301

TOMA WILKERSON, DIRECTOR
Life & Health Financial Oversight
Office of Insurance Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0327

WILLIAM R. HIGGINS, INSURANCE EXAMINER II
Life & Health Financial Oversight
Office of Insurance Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0327

JASON B. NELSON, ASSISTANT GENERAL COUNSEL
Office of Insurance Regulation
Legal Services Office
200 East Gaines Street
612 Larson Building
Tallahassee, Florida 32399-4206

CHRIS STRUK, FINANCIAL ADMINISTRATOR
Life & Health Financial Oversight
Office of Insurance Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0327

LATASHA DAVIS, FINANCIAL EXAMINER/ANALYST SUPERVISOR
Life & Health Financial Oversight
Office of Insurance Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0327