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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
CONTACT: KEVIN ROBERTS
PHONE: (850)222-1173

ACCT#: 110450000714

FAX #: (850)224-1640

NAME: AMERICAN MEDICAL PLANS, INC
AUDIT NUMBER.....H98000011300
DOC TYPE.....REGISTERED AGENT CHANGE
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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 17, 1998

AMERICAN MEDICAL PLANS, INC.
ONE SOUTHEAST THIRD AVENUE
#2900
MIAMI, FL 33131

SUBJECT: AMERICAN MEDICAL PLANS, INC.
REF: F95000003260

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

The document must contain the name and capacity of the person signing on behalf of the new registered agent.

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) 487-6906.

Darlene Connall
Corporate Specialist

FAX Aud. #: H98000011300
Letter Number: 798A00033702

*Corpdirect Agents is a fict. name
for Corporate + Criminal Research Services*

Florida Department of State, Jim Smith, Secretary of State

h980000113004

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

FILED JUN 8 1998 4:11 PM DEPT. OF STATE TALLAHASSEE, FLORIDA

- 1. The name of the corporation is: AMERICAN MEDICAL PLANS, INC.
1a. Date of incorporation July 7, 1995 Document number F95000003260
2. The name and address of the current registered agent and office: CRAIG M. DORNE, P.A., ONE S. E. THIRD AVENUE, SUITE 2900, MIAMI, FLORIDA 33131
3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable) CORPDIRECT AGENTS, 103 North Meridian Street, Lower Level, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

SIGNATURE [Signature] (name and title) Craig M. Dorne
Vice President,
DATE June 17, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [Signature] (Registered Agent)
W. Kyle Roberts, As Agent

Prepared by: Keith J. Blum, McDermott, Will & Emery, 201 S. Biscayne Blvd., 22nd Miami, FL 33131 305-358-3500

DATE 06/17/98

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
FL Bar #0879185
CR2E045 (7-90)

FILING FEE: \$35.00

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