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JUL-30-2004 11:33
Division of Corporations

CT CORPORATION

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

LIMITED LIABILITY AMENDMENT

RUBY ACQUISITION LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$60.00

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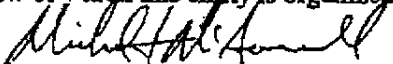
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Ruby Acquisition LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: July 23, 2004

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? July 30, 2004
5. New name of the limited liability company: Oxford Health Plans LLC
6. If the amendment changes the period of duration, indicate new period of duration: n/a
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: n/a
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: n/a
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

Michael J. McDonnell, Secretary, Oxford Health Plans LLC
Typed or printed name of signer

Filing Fee: \$25.00

Delaware

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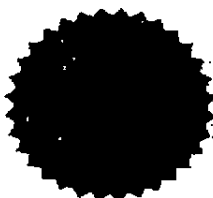
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "RUBY ACQUISITION LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "OXFORD HEALTH PLANS LLC", THE THIRTIETH DAY OF JULY, A.D. 2004, AT 8:09 O'CLOCK A.M.

2004 JUL 30 A 8:02
SECRETARY OF STATE
TALLMAN

3792816 8320

040558774

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3266349

DATE: 07-30-04