

STEEL HECTOR & DAVIS LLP

Requestor's Name

215 SOUTH MONROE STREET/SUITE 601

Address

TALLAHASSEE

City/State/Zip

222-2300

Phone #

P9400005521

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. MANAGED CARE NETWORKS, INC. P9400005521
(Corporation Name) (Document #)
- 2. _____
(Corporation Name) (Document #)
- 3. _____
(Corporation Name) (Document #)
- 4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE CONTACT ELIZABETH REGARDING ANY QUESTIONS - 222-2300. THANK YOU.

Amend + N.C.
C. COULLETTE SEP 17 1999

Examiner's Initials

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**Amendment to the
Articles of Incorporation of
Managed Care Networks, Inc.**

1. The name of the corporation is Managed Care Networks, Inc. (the "Corporation") and, as a result of the amendment described below, the name of the Corporation will be changed to AnciCare PPO, Inc.
2. This amendment to the Articles of Incorporation of the Corporation has been approved by the sole shareholder of the Corporation pursuant to a written consent dated September 9, 1999, and, pursuant to Section 607.1003(6) of the Florida Business Corporation Act, no action by the Board of Directors is required to authorize such amendment.
3. Article 1 of the Corporation's Articles of Incorporation is hereby deleted and the following is substituted therefor:

ARTICLE 1 - NAME

The name of the Corporation is **AnciCare PPO, Inc.**

4. Article 3 of the Corporation's Articles of Incorporation is hereby deleted and the following is substituted therefor:

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office and mailing address of this corporation is 3700 Lakeside Drive, Suite 401, Miramar, Florida 33027.

5. Article 4 of the Corporation's Articles of Incorporation is hereby deleted and the following is substituted therefor:

ARTICLE 4 - CORPORATE CAPITALIZATION

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ten million (10,000,000) shares of common stock, each share having the par value of one cent (\$0.01).

4.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of

directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

4.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

6. Article 6 of the Corporation's Articles of Incorporation is hereby deleted and the following is substituted therefor:

ARTICLE 6 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

7. Article 8 of the Corporation's Articles of Incorporation is hereby deleted and the following is substituted therefor:

ARTICLE 8 - REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of this corporation is 200 S. Biscayne Blvd., Suite 4874, Miami, Florida 33131. The name and address of the registered agent of this corporation is Peninsula Registered Agents, Inc., 200 S. Biscayne Blvd., Suite 4874, Miami, Florida 33131.

8. Articles 5 and 12 of the Corporation's Articles of Incorporation are hereby deleted.

9. Articles 7, 9, 11 and 13 of the Corporation's Articles of Incorporation are renumbered as Articles 5, 7, 9 and 10, respectively.

10. The amendments described above shall be effective on the date of filing of this amendment with the Secretary of State of Florida (the "Effective Date").

11. As of the Effective Date, the one hundred (100) outstanding shares of common stock of the Corporation shall be automatically divided without further action into three million two hundred and fifty thousand (3,250,000) shares of common stock, par value \$0.01 per share.

12. Upon surrender of the certificate representing the currently outstanding shares of the Corporation, the Corporation shall issue a new certificate or certificates representing the shares of the Corporation outstanding as a result of this amendment.

IN WITNESS WHEREOF, Managed Care Networks, Inc. has caused this Amendment to Articles of Incorporation to be executed this 9 day of September, 1999.

MANAGED CARE NETWORKS, INC.



Michael A. Cabrera
President

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E T H:


Managed Care Networks, Inc. has named Peninsula Registered Agents, Inc., located at 200 S. Biscayne Blvd., Suite 4874, Miami, Florida 33131, to serve as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and 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 duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 16th day of September, 1999.

PENINSULA REGISTERED AGENTS, INC.



Name: Debra KIRSCHNER
Title: Vice President