

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Health Partners, Inc.

DOCUMENT NUMBER: P98000084852

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stephen R. Ford
(Name of Contact Person)

FHC Health Systems, Inc.
(Firm/ Company)

240 Corporate Blvd.
(Address)

Norfolk VA 23502
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Stephen R. Ford at (757) 459-5495
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
FLORIDA HEALTH PARTNERS, INC.

Document Number: P98000084852

FILED
05 APR -4 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation:

AMENDMENTS ADOPTED:

Article IV (C) is deleted in its entirety and is replaced with the following:

ARTICLE IV

CAPITAL STOCK

(C) Liquidation, Dissolution or Winding Up.

Upon any voluntary or otherwise liquidation, dissolution or winding up of the Corporation, no distribution shall be made to the holders of shares of Common Stock, unless prior thereto, the holders of shares of Series A Preferred shall have received in the aggregate an amount equal to the amounts paid with respect to such shares of Series A Preferred less the aggregate amount of all distributions made to such holders thereof by the Corporation (the "Liquidation Preference").

Article VI is deleted in its entirety and is replaced with the following:

ARTICLE VI

BOARD OF DIRECTORS

As of the date of the adoption of these Articles of Amendment to the Articles of Incorporation of the Corporation, the Corporation has a contract with the State of Florida to provide behavioral health services in the Florida Agency for Health Care Administration ("AHCA") Area 6, with the intent of seeking to obtain similar contracts (each a "State Contract") to provide behavioral health services in AHCA Areas 5 and 7. Until such time, if ever, as the Corporation shall be awarded a contract to provide such

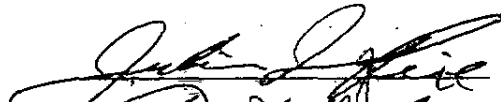

services in either AHCA Area 5 or 7 (or both), the Corporation shall have a total of six (6) directors, three (3) of which shall be elected by the holders of the Class A Common ("Class A Directors") and three (3) of which shall be elected by the holders of the Class B Common ("Class B Directors"). Each such Class A Director and each such Class B Director shall have one (1) vote on each matter presented before the Board of Directors. At such time as the Corporation shall be awarded a contract to provide behavioral health services in either AHCA Area 5 or 7 (or both), the number of directors shall be increased to nine (9), three (3) of which shall be elected by the holders of the Class A Common ("Class A Directors") and six (6) of which shall be elected by the holders of the Class B Common ("Class B Directors"). Each such Class A Director shall have two (2) votes on each matter presented before the Board of Directors and each such Class B Director shall have one (1) vote on each matter presented before the Board of Directors. If at any time thereafter, one or more of the State Contracts to provide services in AHCA Areas 5, 6 and/or 7 are terminated such that the Corporation shall have only a State Contract in effect for one of the AHCA Areas 5, 6 or 7, the size of the board of directors shall be immediately reduced to six members, three (3) of which shall be elected by the holders of the Class A Common ("Class A Directors") and three (3) of which shall be elected by the holders of the Class B Common ("Class B Directors"). Each such Class A Director and each such Class B Director shall have one (1) vote on each matter presented before the Board of Directors. Each Class A Director and each Class B Director shall have such qualifications as may be set forth in the Corporation's Bylaws, as amended from time to time as provided therein. The holders of the Class A Common may remove one or more of the Class A Directors at any time effective immediately upon written notice to the Corporation. The holders of the Class B Common may remove one or more of the Class B Directors at any time effective immediately upon written notice to the Corporation. The number of directors may not be increased or decreased without amending these Articles of Incorporation.

The date of each amendments adoption:

Adoption of Amendments:

The amendments were approved by the shareholders. The number of votes cast for the amendments by the shareholders were sufficient for approval.

Signed this 15th day of Dec, 2004.

 Julian Rice, Vice President
 Robert More, President
