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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 OCT 18 AM 10:48

Name ch8
@ 10/19/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SHPS Health Management Solutions, Inc.
Name of Corporation

DOCUMENT NUMBER: F06000000201

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Becky H. Sowders
Name of Contact Person

SHPS, Inc.
Firm/Company

9200 Shelbyville Road, Suite 700
Address

Louisville, KY 40222
City/State and Zip Code

Becky.Sowders@SHPS.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Becky Sowders at (502) 420 5526
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F06000000201

(Document number of corporation (if known))

1. SHPS Health Management Solutions, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Delaware
(Incorporated under laws of)

3. 1/10/2006
(Date authorized to do business in Florida)

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TALLAHASSEE, FLORIDA
10 OCT 18 AM 10:43

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 9/1/10

5. Carewise Health, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

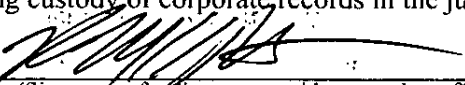
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

 11/10/10
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Randall K. Justice
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SHPS HEALTH MANAGEMENT SOLUTIONS, INC.", CHANGING ITS NAME FROM "SHPS HEALTH MANAGEMENT SOLUTIONS, INC." TO "CAREWISE HEALTH, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2010, AT 9:43 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF SEPTEMBER, A.D. 2010.

2122647 8100

100925012

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8257219

DATE: 09-28-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:43 AM 08/26/2010
FILED 09:43 AM 08/26/2010
SRV 100859888 - 2122647 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation law of the State of Delaware does hereby certify:

FIRST: That in accordance with Section 228 of the General Corporation Law of the State of Delaware ("DGCL"), pursuant to the unanimous written consent of the members of the Board of Directors of SHPS Health Management Solutions, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing the amendment to be submitted to the sole stockholder of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the first paragraph so that it shall be and read as follows:

FIRST: The name of this Corporation is Carewise Health, Inc.

SECOND: That thereafter, in accordance with DGCL Section 228, pursuant to the written consent of the sole stockholder, a resolution was adopted approving said amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of DGCL Section 242. This document is effective September 1, 2010.

IN WITNESS WHEREOF, SHPS Health Management Solutions, Inc. has caused this Certificate to be signed by its duly authorized officer, this 25th day of August, 2010.

By: Daniel P. Hanks
Name: Daniel P. Hanks
Title: Secretary