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BCE

Emergis

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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September 13, 2001

State of Florida
Secretary of State
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, Florida 32399

400004588974--4
-09/14/01--01071--013
*****35.00 *****35.00

Re: America's Health Plan, Inc. Name Change

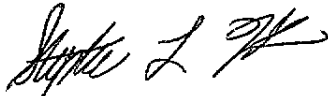
Dear Sir or Madam:

Enclosed please find an Application by Foreign Corporation to File amendment to Application for Authorization to Transact Business in Florida. Specifically, the application references a name change from America's Health Plan, Inc. to UP & UP, Inc. Also enclosed is a certified copy of the Articles of Amendment changing the name from America's Health Plan, Inc. to UP & UP, Inc. In addition, the requisite fee of \$35.00 is also enclosed.

If you have any questions or require additional information, please call me at (301) 548-2059. I can also be reached via fax at (301) 548-2067.

Thank you, in advance for your assistance.

Sincerely,



Stephanie L. Trunk
Law Clerk

BCE Emergis Corporation
eHealth Solutions Group
2273 Research Blvd., 4th Floor
Rockville, MD 20850

Telephone (301) 548-1000
Facsimile (301) 548-8828

N/c
7/24/01

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)

1. The Principal/America's Health Plan, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Maryland 3. February 22, 1994
Incorporated under laws of Date authorized to do business in Florida

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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?

5. UP & UP, 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.

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

Joseph M. Matt
Signature

8/29/01
Date

Joseph M. Matt
Typed or printed name

Secretary
Title

ARTICLES OF AMENDMENT
OF
AMERICA'S HEALTH PLAN, INC.
CHANGING ITS NAME TO:
UP & UP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 26, 1997 AT 10:12 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

RECORDING
FEE PAID

SPECIAL
FEE PAID

\$ _____ \$ 20.00

D2921096

IT IS HEREBY CERTIFIED THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL ENDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

THE CORPORATION TRUST
INCORPORATED
32 SOUTH STREET
BALTIMORE MD 21202

064C3118937

STATE OF MARYLAND

A 574033

I hereby certify that this is a true and complete copy of the
page document on file in this office. *8/24/97*
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: *John M. Daniel* Custodian
This stamp replaces our previous certification system. Effective: 6/95

09/26/97

10:13 a.m.

AMERICA'S HEALTH PLAN, INC.

ARTICLES OF AMENDMENT

America's Health Plan, Inc., a Maryland Corporation having its principal office in Montgomery County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: That the charter of the Corporation is hereby amended by striking out the Second Article of the Articles of Incorporation of America's Health Plan, Inc. and inserting in lieu thereof the following:

"The name of the corporation is UP & UP, Inc."

SECOND: The board of directors of the Corporation on September 10, 1997, duly adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter as proposed was advisable and directing that it be submitted for action thereon by the sole stockholder of the Corporation at a special meeting to be held on September 22, 1997.

THIRD: Notice setting forth the said amendment of the charter and stating the purpose of the meeting of the stockholder would be to take action thereon, was given, as required by law, to the sole stockholder of the Corporation, entitled to vote thereon. There are no other stockholders of the Corporation entitled to vote on this matter.

The amendment of the charter of the Corporation as hereinabove set forth was approved by the sole stockholder of the Corporation at said meeting by affirmative vote.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the sole stockholder of the Corporation.

IN WITNESS WHEREOF, we set forth our signatures this 24th day of September, 1997.

America's Health Plan, Inc.

By: *Royce N. Hoffman*
Royce N. Hoffman, Vice President and
Corporate Secretary

Witness: (Attest)

Mary L. Bricker
Mary L. Bricker, Assistant Corporate
Secretary

THE UNDERSIGNED, Vice President and Corporate Secretary of America's Health Plan, Inc., who executed on behalf of said corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Royce N. Hoffman
Royce N. Hoffman, Vice President and Corporate Secretary

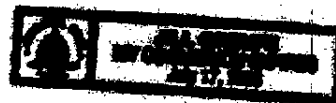
State of Iowa

County of Polk, to-wit:

I, the undersigned Notary Public in and for the State and County aforesaid, do hereby certify that Mary L. Bricker, whose name is signed to the foregoing and herunto annexed Articles of Amendment dated the 24th day of September, 1997, has this day personally appeared before me and acknowledged the same before me in my office.

Given under my hand this 24th day of September, 1997.

Jill Thompson
Notary Public



State of Iowa

County of Polk, to-wit:

I, the undersigned Notary Public in and for the State and County aforesaid, do hereby certify that Joyce N. Hoffman, whose name is signed to the foregoing and herunto annexed Articles of Amendment dated the 24th day of September, 1997, has this day personally appeared before me and acknowledged the same before me in my office.

Given under my hand this 24th day of September, 1997.

Jill Thompson
Notary Public

