

F96000006334

Healthcare Underwriters Mutual Insurance Company

THE HUM GROUP
A policy of partnership

February 15, 2000

Florida Department of State
Division of Corporations
Amendment Section
P.O.Box 6327
Tallahassee, FL 32314

700003143137--5
-02/22/00--01061--003
*****35.00 *****35.00

RE: Name Change

Dear Sir / Madam:

Association Plan Administrators, Inc. is a third party administrator licensed to do business in the State of Florida. Effective October 12, 1999, Association Plan Administrators, Inc. changed their name to APA Partners, Inc.

As required by Florida Statute 607.1504, enclosed please find the following:

- Application for Foreign Profit Corporation to File Amendment to Application to Transact Business in Florida
- Certification from the State of New York regarding the name change
- Filing Fee of \$35.00

Please forward to my attention, evidence of your approval of our name change.

Sincerely,

Cathy H. Place

Cathy H. Place
Vice President, Product Development

Cathy H. Place
GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM

Block 3 & 4
3/7/2000
D. Chesnut

FILED
00 FEB 22 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*ac 3/6
name
chg*

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. Association Plan Administrators, Inc.
Name of corporation as it appears on the records of the Department of State.
2. New York 3. 12/05/1996
Incorporated under laws of Date authorized to do business in Florida

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? October 15, 1999
5. APA Partners, 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


Signature

2/16/00
Date

Gerald A. Pedinotti
Typed or printed name

President
Title

FILED
00 FEB 22 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Oct-14-99 02:23pm From

ALBANY, NY 12231-0001

FILING RECEIPT

F991015000763

ENTITY NAME: APA PARTNERS, INC.

DOCUMENT TYPE: NAME RESERVATION (NCH) (DOM. BUSINESS)

SERVICE COMPANY: CSC NETWORKS/PRENTICE HALL

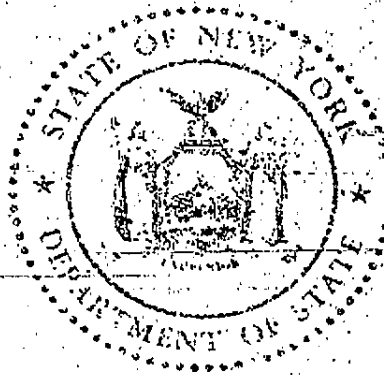
SERVICE CODE: 45

APPLICANT NAME : ASSOCIATION PLAN ADMINISTRATORS, INC.

FILED:09/20/1999 DURATION:11/22/1999 CASH#:990920000877 FILM #:990920000868

ADDRESS FOR PROCESS

REGISTERED AGENT



** SUBMIT RECEIPT WHEN FILING CERTIFICATE **

FILER	FEES		PAYMENTS	
	45.00		45.00	
ASSOCIATION PLAN ADMINISTRATORS INC	FILING	20.00	CASH	0.00
MICHAEL DOUGHERTY ROSENMAN & COLIN	TAX	0.00	CHECK	0.00
575 MADISON AVE 20TH FL	CERT	0.00	CHARGE	0.00
NEW YORK, NY 10022	COPIES	0.00	DRAWDOWN	45.00
	HANDLING	25.00	BILLED	0.00
			REFUND	0.00

DOS-1025 (11/89)

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ASSOCIATION PLAN ADMINISTRATORS, INC.
Under Section 805 of the Business Corporation Law

F 991015000 763

CSC 45

IT IS HEREBY CERTIFIED THAT:

FIRST: The name of the Corporation is Association Plan Administrators, Inc.

SECOND: The Certificate of Incorporation of the Corporation was filed by the Department of State on May 6, 1991.

THIRD: The Certificate of Incorporation of the Corporation is hereby amended to change the name of the Corporation from Association Plan Administrators, Inc. to APA Partners, Inc.

FOURTH: To effectuate such change, Article FIRST of the Certificate of Incorporation of the Corporation is hereby amended to read as follows: "FIRST: The name of the Corporation is APA Partners, Inc."

FIFTH: This amendment to the Certificate of Incorporation of the Corporation was authorized by the unanimous written consent of the directors and shareholders of the Corporation.

11045777.01

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F 091015000763

CERTIFICATE OF AMENDMENT

OF

ASSOCIATION PLAN ADMINISTRATORS, INC.

Under Section 805 of the Business Corporation Law

ICC
DAM

FILED BY: Michael Dougherty, Esq
ROSENMAN & COLIN LLP
575 Madison Avenue
20th Floor
New York, NY 10022
Cust. #414588CST

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 15 1999

TAXS
BY: DAM

Cherning

DRAWNOWN

OCT 15 2 49 PM '99

FILED


OCT 15 12 20 PM '99

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091015000790

IN WITNESS WHEREOF, we have hereunto signed our names and affirm that
the statements made herein are true under the penalties of perjury, as of the 13th day of October,
1999.


Name: Gerald A. Pedinotti
Title: President


Name: Daniel F. Camiff
Title: Secretary

*State of New York }
Department of State } ss:*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **JAN 28 2000**



A handwritten signature in dark ink, appearing to read "J. Laube", followed by a long horizontal flourish.

Special Deputy Secretary of State