Document Number Only J29030

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

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CORPORATION(S) NAME

AmeriHealth of Florida, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

() Profit () NonProfit	() Amendment	() Merger
() Foreign	() Dissolution/Withdrawal	() Limited Liability Company
() Limited Partnership () Reinstatement ()Fictitious Name	() Annual Report ()Name Registration ()UCC-1 Financing Statement	() Other (X)Change of R.A. () UCC-3 Filing
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for R.A. Change

CR2E031 (1-89)

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: AmeriHealth of Florida, Inc.

1b. Date of incorporation August 18, 1986 Document number J29030

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TALLAHASSEE, FLORIDA

2. The name and address of the current registered agent and office:

John D. Cuny, 10199 Southside Blvd. Suite 301

Jacksonville, FL 32256

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Patricia R. Hatler
SIGNATURE

7/14/98
DATE

Patricia R. Hatler, General Counsel & Corporate Secretary
(Type or printed name and title)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

C T CORPORATION SYSTEM
SIGNATURE BY: M Alice Rogers
(Registered Agent) MARY ALICE ROGERS
Special Assistant Secretary

DATE 7/14/98

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91) Filing Fee: $35.00

(FLA. - 2194 - 3/4/92)
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