

STEEL HECTOR & DAVIS LLP
 Requestor's Name

215 SOUTH MONROE STREET/SUITE 601
 Address

TALLAHASSEE 222-2300
 City/State/Zip Phone #

RECEIVED
 99 MAY 10 AM 8:30
 Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. FLORIDA 1ST HEALTH PLANS, INC. M18884
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

M18884

FILED
 99 MAY 10 AM 9:45
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- ☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Amend
 5-10-99
 BLS*

PLEASE CONTACT ELIZABETH
 REGARDING ANY QUESTIONS -
 222-2300. THANK YOU.

Examiner's Initials	
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FLORIDA 1ST HEALTH PLANS, INC.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED

99 MAY 10 AM 9:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Florida 1st Health Plans, Inc., a Florida corporation (the "Corporation").

2. Upon the effectiveness of these Articles of Amendment, and without any further action by the Corporation or the shareholders, each share of Series A Preferred Stock, \$0.01 par value outstanding at such time, and all accrued and unpaid dividends thereon, shall be reclassified and converted into 166.66 shares of Common Stock, \$0.01 par value of the Corporation ("Common Stock") and each share of Series B Preferred Stock, \$0.01 par value, outstanding at such time shall be reclassified and converted into .238 shares of Common Stock, and the holders thereof shall thereafter be treated for all purposes as holders of shares of Common Stock. The Corporation shall make appropriate entries in its books and records to reflect such reclassification. Certificates for shares of Series A Preferred Stock, \$0.01 par value, and Series B Preferred Stock, \$0.01 par value, outstanding prior to such reclassification shall thereafter be regarded as representing the appropriate number of shares of Common Stock until surrendered or otherwise exchanged for certificates for Common Stock.

3. Section 6.1, Section 6.2 and Section 6.3 of Article VI of the Articles of Incorporation are hereby deleted in their entirety and replaced with the following:

ARTICLE VI

6.1 Number and Class

The aggregate number of shares which the Corporation shall have the authority to issue is one hundred thousand (100,000) shares of common stock, \$0.01 par value (the "Common Stock").

6.2 Common Stock

Except as herein otherwise expressly provided, all shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

6.3 Voting

The holders of Common Stock shall be entitled to one vote, in person or by proxy, for each share of Common Stock standing in his, or its, name on the books of the Corporation on all matters to be voted on by the stockholders of the Corporation.

4. These Articles of Amendment were adopted pursuant to Section 607.0820 of the Florida Business Corporation Act (the "Act") by unanimous written consent of the Board of Directors effective March 16, 1999, and pursuant to Section 607.0704 of the Act by written consent of the holders of a majority of the Corporation's Common Stock effective March 17, 1999, by the holders of a majority of the Corporation's Series A Preferred Stock effective March 17, 1999, and by the holders of a majority of the Corporation's Series B Preferred Stock effective March 17, 1999, which are the only groups of the Corporation's shareholders entitled to vote on the amendment. The number of shares of Common Stock and the number of shares of each series of Preferred Stock cast in favor of these Articles of Amendment was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its President effective as of April 2, 1999.

FLORIDA 1ST HEALTH PLANS, INC.

By: 

Jack Straughn
Chairman