

STEEL HECTOR & DAVIS LLP

Requestor's Name

215 SOUTH MONROE STREET/SUITE 01

Address

TALLAHASSEE

City/State/Zip

222-2300

Phone #

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 #)

☒ Walk in

☒ Pick up time 3:00

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☐ 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

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

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

Examiner's Initials

DR

5/7/99

FLORIDA 1ST HEALTH PLANS, INC.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

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 of the Corporation, each share of Class B Common Stock, \$0.01 par value and each share of Class C Common Stock, \$0.01 par value, outstanding at such time shall be reclassified and converted into 1.25 shares of Class A Common Stock, \$0.01 par value ("Common Stock"), and the holders thereof shall thereafter be treated for all purposes as holders of Common Stock. The Corporation shall make appropriate entries in its books and records to reflect such reclassification. Certificates for shares of Class B Common Stock, \$0.01 par value, and Class C Common 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 and Section 6.2 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 eleven thousand one hundred (11,100) shares, consisting of nine thousand (9,000) shares of common stock, \$0.01 par value (the "Common Stock"); one hundred (100) shares of Series A preferred stock, \$0.01 par value (the "Series A Preferred Stock"); and two thousand (2,000) shares of Series B preferred stock, \$0.01 par value (the "Series B Preferred Stock" and together with the Series A Preferred Stock, the "Preferred 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.

(a) 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.

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(b) Dividends. Dividends may be paid on the Common Stock only when dividends have been paid or funds have been set aside for the payment of dividends on the Preferred Stock as set forth in Section 6.3 below from the date after which dividends thereon become cumulative to the end of the then current dividend period.

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 of the Corporation 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 Class A Common Stock effective March 17, 1999, by the holders of a majority of the Corporation's Class B Common Stock effective March 17, 1999, and by the holders of a majority of the Corporation's Class C Common Stock effective April 2, 1999, which are the only groups of the Corporation's shareholders entitled to vote on the amendment. The number of shares of each class of Common 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 Chairman effective as of April 2, 1999.

FLORIDA 1ST HEALTH PLANS, INC.

By: _____

Jack Straughn
Chairman