

STEEL HECTOR & DAVIS LLP
Requestor's Name

215 SOUTH MONROE STREET/SUITE 601
Address

TALLAHASSEE 222-2300
City/State/Zip Phone #

M18884

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 #)

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TALLAHASSEE, FLORIDA

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<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 -
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Examiner's Initials	
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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. Section 6.1 of Article VI of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE VI

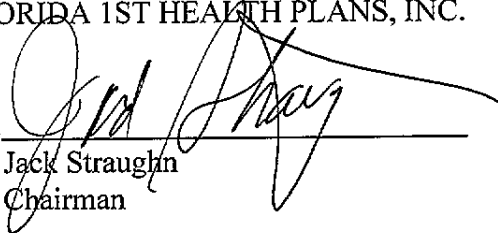
6.1 Number and Class

The aggregate number of shares which the Corporation shall have the authority to issue is sixty-seven thousand, nine hundred and sixty (67,960) shares of common stock, \$0.01 par value (the "Common Stock").

3. These Articles of Amendment were adopted pursuant to Section 607.0821 of the Florida Business Corporation Act (the "Act") by a meeting of the Board of Directors on June 1, 1999, and pursuant to Section 607.0704 of the Act by written consent of the holder of a majority of the Corporation's Common Stock on June 1, 1999, which is the only group of shareholders entitled to vote on the amendment. The number of shares 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 President effective as of June 1, 1999.

FLORIDA 1ST HEALTH PLANS, INC.

By: 

Jack Straughn
Chairman