

M18884

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILED
99 NOV -8 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 11/8/99

REF. #: 0177.9039

CORP. NAME:

Florida 1st Health Plan, Inc.

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-11/08/99--01045--010
*****43.75 *****43.75

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: _____ | | |

STATE FEES PREPAID WITH CHECK# 60397 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials _____

RECEIVED
99 NOV -8 AM 10:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
C. COULLETTE NOV 08 1999

FILED
99 NOV -8 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESTATED
ARTICLES OF INCORPORATION
OF
FLORIDA 1ST HEALTH PLANS, INC.
(A Corporation for Profit)**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, FLORIDA 1ST HEALTH PLANS, INC, a Florida corporation (the "Corporation"), certifies that:

These Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation by vote of the Board of Directors effective as of October 19, 1999.

The text of the Articles of Incorporation of the Corporation, as amended, is hereby restated in its entirety, effective as of the date of filing of these Restated Articles of Incorporation with the Secretary of State of Florida, to read as follows:

ARTICLE I

NAME

The name of this Corporation shall be FLORIDA 1ST HEALTH PLANS, INC.

ARTICLE II

OFFICES AND REGISTERED AGENT

The Corporation shall have and continuously maintain in Winter Haven, Florida, its principal place of business and a registered agent thereat upon whom process can be served. The address of the registered office is 200 Avenue F, N.E., Winter Haven, Florida 33880, and the name of the registered agent in charge thereof is Lance W. Anastasio.

ARTICLE III
PURPOSES OF CORPORATION

The purpose for which the Corporation is initially organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, including, but not limited to, the following:

3.1 To establish, maintain, and operate a health maintenance organization in the State of Florida;

3.2 To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, and shall be regarded as independent objects and purposes.

ARTICLE IV
POWERS

The Corporation shall possess and exercise all the powers and privileges granted by Chapter 607 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion, or attainment of the activities or purposes of the Corporation, limited only by any restrictions set forth in these Articles of Incorporation.

ARTICLE V
TERM OF EXISTENCE

The duration of the Corporation shall be perpetual.

ARTICLE VI
STOCK

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.

ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights.

ARTICLE VIII

DIRECTORS

8.1 NUMBER. The affairs of the Corporation are to be managed by a Board of Directors consisting of at least five (5), but not more than twenty-one (21) Directors, as shall from time to time be fixed by, or in the manner provided in, the Bylaws.

8.2 POWERS; ACTION. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for this Corporation.

ARTICLE IX

OFFICERS

9.1 NUMBER; ADDITIONAL OFFICERS. The Corporation shall have five (5) officers. They are Chairman, First Vice-Chairman, Second Vice-Chairman, Treasurer and Secretary. The Corporation may, at the discretion of the Board of Directors, provide for different categories of Officers, and may have additional and assistant officers including, without limitation thereto, Assistant Treasurers and Assistant Secretaries.

9.2 ELECTION AND TERM OF OFFICE. Officers shall be elected for terms of one (1) year by the Board of Directors at the Annual Meeting of the Directors.

9.3 POWERS AND DUTIES. The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or by the Bylaws of this Corporation.

ARTICLE X

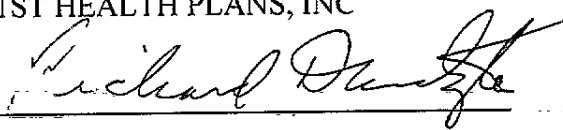
AMENDMENT OF BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, or repealed by the Directors in any manner permitted by the Bylaws.

IN WITNESS WHEREOF, Florida 1st Health Plans, Inc. has caused these Amended and Restated Articles of Incorporation to be executed this 19th day of October 1999.

FLORIDA 1ST HEALTH PLANS, INC

By: _____

A handwritten signature in dark ink, appearing to read "Richard Dantzler", is written over a horizontal line.

Name: Richard Dantzler

Title: Chairman