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Florida Department of State
Division of Corporations
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To:
Division of Corporations
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From: Nery C. Toledo, Legal Assistant
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BASIC AMENDMENT
CAREPLUS HEALTH PLANS, INC.

Certificate of Status	0
Certified Copy	1
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Amended & Restated
Art
12/11/02
DC



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 10, 2002

CAREPLUS HEALTH PLANS, INC.
P O BOX 9126
WINTER HAVEN, FL 33883-9126US

SUBJECT: CAREPLUS HEALTH PLANS, INC.
REF: M18384

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: H02000235603
Letter Number: 602A00065355

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

CarePlus Health Plans, Inc.

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned President of **CarePlus Health Plans, Inc.** ("the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation for such corporation.

1. The Corporation filed its original Articles of Incorporation with the Secretary of State of Florida on August 2, 1985, under Document No. M18884.
2. The Amended and Restated Articles of Incorporation were duly adopted by all of the directors and by the majority of the stockholders of the Corporation on November 30, 2002, with the number of votes cast being sufficient for approval, in accordance with the provisions of the Florida Business Corporation Act.
3. The Articles of Incorporation are hereby amended by being deleted in their entirety and restated as follows:

**ARTICLE I
NAME**

The name of the Corporation is: **CarePlus Health Plans, Inc.**, (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

55 Alhambra Plaza, 7th Floor
Coral Gables, Florida 33134

**ARTICLE III
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Hundred Thousand (100,000) shares, par value \$.01 per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

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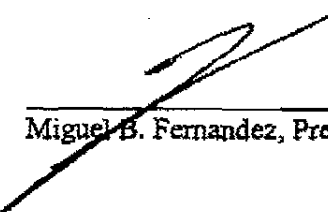
ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is One Southeast Third Avenue, 28th Floor, Miami, Florida 33131. The name of the Corporation's registered agent at that office is American Information Services, Inc.

ARTICLE V
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this November 30, 2002.



Miguel B. Fernandez, President

CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of CarePlus Health Plans, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this November 30, 2002.

American Information Services, Inc.

By: 

Nery C. Toledo, Assistant Secretary

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