



THE UNITED STATES
CORPORATION
COMPANY

N94000003204

ACCOUNT NO. : 072100000032

REFERENCE : 836364 7132640

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Piggott

ORDER DATE : May 29, 1998

ORDER TIME : 9:35 AM

ORDER NO. : 836364-005

CUSTOMER NO: 7132640

100002540501--9

CUSTOMER: Ms. Linda L. Fleming
Buchanan Ingersoll, P.c.
Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: TAMPA GENERAL HEALTHPLAN, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: _____

5/29 J. L. Earnest

FILED
98 MAY 29 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAY 29 AM 10:41
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
TAMPA GENERAL HEALTHPLAN, INC.**

FILED

98 MAY 29 PM 2:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006, Florida Statutes, Tampa General HealthPlan, Inc., adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted:

Article III is amended in its entirety to read as set forth on Attachment A attached hereto. Except as set forth in said Attachment A, the existing Articles of Incorporation remain in full force and effect.

SECOND: The date of adoption of the amendment was September 29, 1997.

THIRD: The amendment was adopted by the sole member and the number of votes cast for the amendment was sufficient for approval.

Dated: December 18, 1997.

TAMPA GENERAL HEALTHPLAN, INC.

By: Joel B. Rose, Jr.
Name: Joel B. Rose, Jr.
Title: Secretary

ATTACHMENT A

ARTICLE III - Membership

The sole member of the Corporation shall be Florida Health Sciences Center, Inc., a Florida not-for-profit corporation which is exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The sole member expressly reserves the power, exercisable in its sole discretion:

- (a) To select and to remove and replace, with or without cause, the directors of the Corporation;
- (b) To adopt amendments to the Articles of Incorporation and the Bylaws of the Corporation without any action on the part of the Corporation's Board of Directors; and
- (c) To exercise all power and authority reserved to the Corporation by virtue of its status as a shareholder or member in other corporations.

In addition, the sole member of the Corporation may reserve other powers to itself by amendments to these Articles of Incorporation or the Bylaws of this Corporation.