

ACCOUNT NO. :

072100000032

REFERENCE

688944

7132640

AUTHORIZATION

COST LIMIT :

\$ 43.75

ORDER DATE: May 8, 2000

ORDER TIME : 10:03 AM

ORDER NO. : 688944-005

CUSTOMER NO: 7132640

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.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

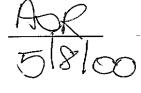
CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:





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

Pursuant to the provisions of Section 617.1006, Florida Statues, Tampa General HealthPlan Inc. ("Corporation"), 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 the 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 December 28, 1999.

THIRD:

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

Dated: May 1, 2000.

TAMPA GENERAL HEALTHPLAN, INC.

and Chief Executive Officer

ATTACHMENT A

ARTICLE III - Membership

The sole member of the Corporation shall be Kiranbhai C. Patel, M.D.

The sole member expressly reserves the power, exercisable in his 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 himself by amendments to these Articles of Incorporation or Bylaws of this Corporation.