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N970000000168
Mar 5, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

VIA HAND DELIVERY

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-03/31/97--01147--017
*****35.00 *****35.00

RE: TOTAL HEALTH CHOICE, INC.
PACIFICARE OF FLORIDA, INC.

Dear Division Officer:

Enclosed herewith are two sets of Articles of Amendment changing the corporate names of both referenced corporations. Please file the Articles of Amendment of Total Health Choice, Inc. first, changing its name to Total of Florida Holdings Company, Inc. By filing these articles, the corporation is releasing the use of the name "Total Health Choice, Inc." Then file the Articles of Amendment of Pacificare of Florida, Inc. changing its name to Total Health Choice, Inc. Attached to each document is a check for \$35.00 for the filing fees. I am also enclosing copies of the articles of amendment and request that you return stamped copies to us for our files.

Thank you for your attention to this matter.

Sincerely yours,

RUDEN, MCCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.

Mary Lu Miller 3125

By: Mary Lu Miller, CLA
Legal Assistant to
Frank P. Rainer, Esq.

mlm
Enclosures

Call us when
Ready

**ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
TOTAL HEALTH CHOICE, INC.**

FILED

97 MAR 25 PM 2: 05

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

Pursuant to the provisions of Sections 617.1001 and 617.1002, Florida Statutes, this corporation adopts and submits the following articles of amendment to its articles of incorporation:

1. The name of the corporation before amendment:
TOTAL HEALTH CHOICE, INC.
2. The name of the corporation after amendment:
TOTAL OF FLORIDA HOLDINGS COMPANY, INC.
3. The following amendment to the articles of incorporation was adopted by the members and board of directors of the corporation

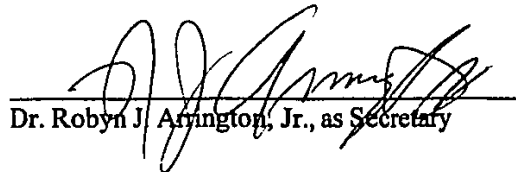
Article I shall read: "The name of the corporation is: TOTAL OF FLORIDA HOLDINGS COMPANY, INC.

4. The date of adoption of the amendment was: March 24, 1997.
5. This amendment will be effective upon filing.

Date: March 24, 1997.



Kenneth G. Rimmer, as President



Dr. Robyn J. Arrington, Jr., as Secretary