

P03000068374

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MEDICA HEALTHCARE PLANS, INC.**

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
MEDICA HEALTHCARE PLANS, INC.

Document No. P03000068374

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SECRETARY OF STATE
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Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation, adopts the following amendment to its Articles of Incorporation:

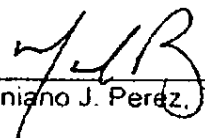
1. The name of the corporation is Medica HealthCare Plans, Inc.
2. Article V, Section 1(b) of the corporation's Amended and Restated Articles of Incorporation is deleted in its entirety and amended to state and read as follows:

(b) Conversion Rate. Each share of the Preferred Stock is convertible into the number of shares of the Common Stock as shall be calculated by multiplying the Total Diluted Common Stock by 5.665 and then by dividing such sum by 850,000 (the "Conversion Rate"). As used herein, the term "Total Diluted Common Stock" means the sum of the total number of shares of Common Stock issued and outstanding, plus the total number of shares of Common Stock into which any securities or obligations of the Corporation are exercisable or exchangeable for or convertible into, excluding the Common Stock issuable upon conversion of the Preferred Stock.

3. The amendment was adopted by the shareholders effective as of February 22, 2012. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated. April 23, 2012.

Signature: _____


Martiniano J. Perez, Treasurer