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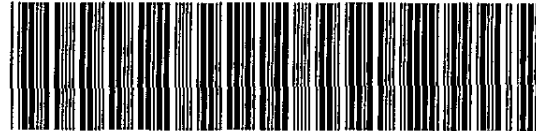
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04 MAY 28 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 6-3



Physician Managed Healthcare

May 24, 2004

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Galen Uniphyd Health Plan Corporation Articles of Incorporation Amendment

Gentlemen:

Attached please find a copy of the Board resolution adopting an Article of Amendment to Articles of Incorporation of Galen Uniphyd Health Plan Corporation.

As Secretary to the Corporation and, as a member of the Board of Directors, I am also enclosing a Secretary's Certification for the Board resolution. You will also note that my signature appears on the resolution as a Board member.

Returned - not needed

The Amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

I am enclosing a check for \$43.75 to cover the cost of filing fee and a return of a certified copy of the Amendment. Please direct the return of the certified copy to the following address:

Virginia M. Gruler
Uniphyd Corporation
1351 Canal Point Road
Longwood, FL 32750

Should you have any questions, please feel free to contact me at 407-310-2284.

Thank you.

Sincerely,

A handwritten signature in cursive script that reads "Virginia M. Gruler".

Virginia M. Gruler
Vice President - Health Plan Development
Uniphyd Corporation

Enc.

**ARTICLE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF GALEN UNIPHYD HEALTH PLAN
CORPORATION**

The Articles of Incorporation filed June 30, 2003, of Galen Uniphyd Health Plan Corporation, are hereby amended by this Article of Amendment as follows:

1. Article III is amended to read:

The Corporation is formed to provide health care services as an authorized Physician Sponsored Organization ("PSO"), pursuant to Medicare Plus Choice contracts with the United States Department of Health and Human Services, Centers for Medicare and Medicaid Services. The Corporation will provide such services only after receipt of all necessary government approvals, licenses, or other certification.

2. Article VII is amended to read:

The Corporation shall have a seven (7) member Board of Directors. Four (4) seats shall be reserved for, and filled by, Founding Physician members of the Corporation; one (1) seat shall be reserved for, and filled by, a representative of Uniphyd Corporation; the remaining two (2) seats shall be reserved for, and filled by, other physician owners of the Corporation. The terms of office, manner of election, time and place of meetings, and powers and duties of the Directors shall be prescribed in the bylaws.

3. Article VIII is amended to read:

The Board of Directors, by a super majority vote of the whole Board [super majority defined as five (5) members], shall have the power to adopt, make, amend, alter or repeal the bylaws of the Corporation.


This amendment was duly adopted by the Board of Directors of Galen Uniphyd Health Plan Corporation on JANUARY 29, 2004. Shareholder action was not required, there being no issued and outstanding shares of stock.


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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, constituting the Board of Directors of Galen Uniphyd Health Plan Corporation, have hereunto set their hands and seals this 89 day of JANUARY, 2004.


Wayne Taylor, M.D., Chairman


Ronald Gilberg, M.D.


Narendra Patel, M.D.


Virginia Gruler


Michael Beilan, D.O.


Richard Miller, D.O.


Joseph Pino, M.D.