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Division of Corporations

MORRISON & MILLS P.A.

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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CAREONE HEALTH PLAN INC.

Certificate of Status	0
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B 5/2/05

Amend

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CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 2, 2005

CAREONE HEALTH PLAN INC.  
5604 PINE BAY DR  
TAMPA, FL 33625

SUBJECT: CAREONE HEALTH PLAN INC.  
REF: P05000022853

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

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FAX Aud. #: H05000109914  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
to the  
ARTICLES OF INCORPORATION  
of  
CAREONE HEALTH PLAN INC.

WITNESSETH:

WHEREAS, CAREONE HEALTH PLAN INC. ("Corporation") is a Florida corporation, validly formed by filing its Articles of Incorporation on February 11, 2005; and

WHEREAS, pursuant to the rights reserved to the Corporation in Article 15 of the Articles of Incorporation the Corporation desires to amend its Articles of Incorporation.

NOW THEREFORE, pursuant to the rights reserved to the Corporation, the Corporation's Articles of Incorporation are amended as follows:

A. Article 7 titled "Corporate Capitalization" shall be amended by deleting subsections 7.1 and 7.2 and inserted in its place shall be the following sections:

7.1 The Capital Stock of the Corporation shall be divided into two (2) classes of Common Stock, Class A Common Stock and Class B Common Stock. The total number of shares of capital stock, which the Corporation shall have the authority to issue are as follows:

- a) Class A Common Stock: 10,000,000 shares with a \$.01 par value; and
- b) Class B Common Stock: 10,000,000 shares with a \$.01 par value.

7.2 The Class A Common Stock and the Class B Common Stock shall be identical except with respect to any matter submitted to a vote of stockholders. For any matter that is submitted to a vote of the shareholders: The Class A Common Stock shall be voting stock and each shareholder shall have one (1) vote per share for each share of stock that is owned by said shareholder and the Class B Common Stock shall be non-voting. For purposes of voting for the management of the corporation or for members of the Corporation's Board of Directors, whether at a regularly scheduled meeting, or a special meeting, of the shareholders, with notice, with written consent or otherwise, Class A Common Stock shareholders shall have one (1) vote per share, and Class B Common Stock shall have no vote per share.

B. Article 12 titled "Registered office and Registered Agent" shall be amended by deleting the registered office and registered agent as named therein and inserting in its place the following language:

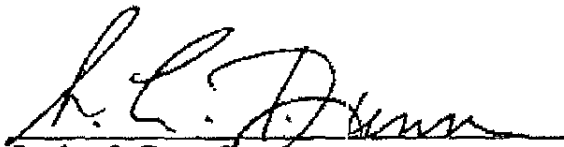
The address of the registered office of this corporation is Morrison & Mills PA located at 1200 W. Platt Street Suite 100 Tampa, Florida 33606. The name of the registered agent shall be Frederick J. Mills, Esquire c/o Morrison & Mills PA 1200 W. Platt Street Suite 100 Tampa Florida 33606.

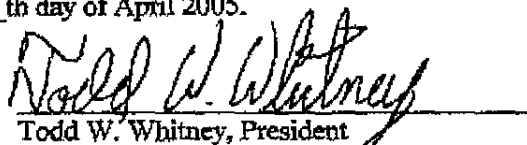
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C. This Amendment to the Articles of Incorporation was adopted by the Corporation's Board of Directors and approved by the unanimous consent of the shareholders of the corporation at a Joint Meeting of the Shareholders and Directors and held on the 28<sup>th</sup> day of April 28, 2005.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment this 29<sup>th</sup> day of April 2005.

  
Stephen L. Dunn, Secretary

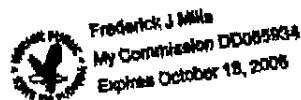
  
Todd W. Whitney, President

(SEAL)

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

SWORN TO AND SUBSCRIBED before me this 29<sup>th</sup> day of April 2005

  
NOTARY PUBLIC Frederick J. Mills  
State of Florida at Large



4050001099143

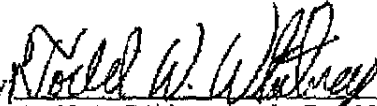
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

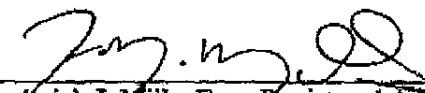
FIRST – That CARBONE HEALTH PLAN INC. qualify under the laws of the State of Florida, with its principal place of business in the City of Tampa, State of Florida, has named Frederick J. Mills, Esq. of Morrison & Mills, P.A. at 1200 West Platt Street, Suite 100, Tampa, Florida 33606, as its agent to accept service of process within Florida.

CARBONE HEALTH PLAN INC.

By   
Todd W. Whitney, as its President

DATE: April 28, 2005

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
Frederick J. Mills, Esq., Registered Agent

DATE: April 28, 2005

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