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DIVISION OF CORPORATIONS

**BASIC AMENDMENT
CAREONE HEALTH PLAN INC.**

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TALLAHASSEE, FLORIDA

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1-8
Amend

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CAREONE HEALTH PLAN INC.

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TALLAHASSEE, FLORIDA

1. Name. The name of the corporation is CAREONE HEALTH PLAN INC. (the "Corporation").

2. Articles of Incorporation. The date of filing of the Articles of Incorporation of the Corporation was February 11, 2005 (Document Number P05000022853).

3. Amendments. The Articles of Incorporation of the Corporation are hereby amended as follows:

3.1 Article 6 is deleted and a new Article 6 is inserted in lieu thereof, to read as follows:

ARTICLE - DIRECTOR(S)

6.1 Initial Directors. The initial directors of the Corporation shall be:

Stephen L. Dunn
Todd W. Whitney

and their addresses shall be the same as the principal office of the Corporation.

6.2 Number and Classes of Directors.

(a) The number of Directors of the Corporation shall be three (3).

(b) For so long as CareOne Investors, LLC continues to hold stock of the Corporation, the Directors shall be classified into 2 classes: Class A, consisting of two (2) Directors, and Class B, consisting of one (1) Director. The Class A and Class B Directors shall be elected in the following manner:

(i) The Class B Director shall be elected by CareOne Investors, LLC, for a term of one (1) year. From the date hereof through the date of the annual meeting of the Shareholders occurring in 2006 or his earlier removal, resignation, retirement or death, the Class B Director shall be James F. Miller, and his address shall be the same as the principal office of the Corporation. Any vacancy in the office of Class B Director shall be filled by

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CareOne Investors, LLC. The Class B Director shall not be subject to removal except by CareOne Investors, LLC.

(ii) The Class A Directors shall be elected by the holders of the Class A Common Stock (other than CareOne Investors, LLC). From the date hereof through the date of the annual meeting of the Shareholders occurring in 2006 or their earlier removal, resignation, retirement or death, the Class A Directors shall be Stephen L. Dunn and Todd W. Whitney, and each Class A Director's address shall be the same as the principal office of the Corporation.

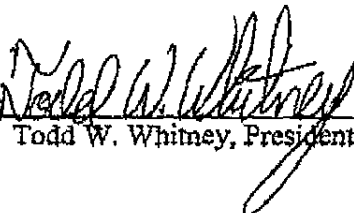
The approval of the Board of Directors shall be required for all agreements, commitment or contracts of the Corporation which (i) are not terminable by the Corporation upon thirty (30) days notice or (ii) provide for the payment by the Corporation of more than \$50,000. All actions of the Board of Directors shall require the consent of the Class B Director.

(c) Any directors may be removed, with or without cause, by vote of the holders of a majority of the Class A Shares issued and outstanding. Such vote may be by written consent to action signed by the holders of a majority of the Class A Shares issued and outstanding.

4. Adoption of Amendment. Pursuant to Section 607.1003(6), *Florida Statutes*, this amendment was adopted by written consent of a majority of the shareholders of the Corporation on July 6, 2005 at which, out of 31,249 shares of Class A Common Stock issued and outstanding, 51,248 shares, constituting a majority of the issued and outstanding shares of Class A Common Stock, were voted in favor of adoption of this amendment. Such vote was sufficient to adopt the foregoing amendments to the Articles of Incorporation. There are no separate voting groups entitled to vote separately on this Amendment.

Signed this 6th day of July, 2005.

By



Todd W. Whitney, President