

AUG-17-07 02:53PM FROM-

P0500002283

Florida Department of State
Division of Corporations
Public Access System

J Sayer

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000208078 3)))



H070002080783AEC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from the page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0380

From:
Account Name : AKERMAN SENTERPITT - TAMPA
Account Number : I20000000249
Phone : (813)223-7333
Fax Number : (813)223-2837

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 AUG 17 AM 10:09

FILED

COR AMND/RESTATE/CORRECT OR O/D RESIGN

PARTNERCARE HEALTH PLAN, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$52.50

RECEIVED

07 AUG 17 AM 8:00

DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

ADR
8/20/07

((H07000208078 3)))

<https://efile.sunbiz.org/scripts/ehicovr.exe>

8/17/2007

FILED
2007 AUG 17 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. Name. The name of the corporation is PARTNERCARE 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:

(a) Number and Classes of Directors. Article 6 is amended by deleting Section 6.2 and inserting in lieu thereof the following:

6.2 Number and Classes of Directors.

(a) The number of Directors of the Corporation shall be two
(2).

(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 one (1) Director, 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. Any vacancy in the office of Class B Director shall be filled by CareOne Investors, LLC.

(ii) The Class A Director shall be elected by the holders of the Class A Common Stock (other than CareOne Investors, LLC) for a term of one (1) year. Any vacancy in the office of Class A Director shall be filled by the holders of the Class A Common Stock (other than CareOne Investors, LLC).

(c) Any directors may be removed, with cause, by vote of the holders of a majority of the Class A Shares issued and outstanding. The Class B Director may be removed by CareOne Investors, LLC with or without cause. The Class A Director may be removed by the holders of the Class A Common Stock (other than CareOne Investors, LLC) with or without cause.

(b) **Authorized Capital.** Article 7 is amended by deleting Section 7.1 and inserting in lieu thereof a new Section 7.1, to read as follows:

7.1 **Authorized Capital.** 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: 15,000,000 shares, with a par value of \$0.01 per share; and
- (b) Class B Common Stock: 10,000,000 shares, with a par value of \$0.01 per share.

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 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 15th day of August, 2007.

By: _____

James Miller, Director