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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PHYSICIANS UNITED PLAN, INC.**

(Adopted October 27, 2006)

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of Physicians United Plan, Inc. originally filed with the Secretary of State of the State of Florida on February 21, 2005 are hereby amended and restated in their entirety as follows:

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the following amendment and restatement of the Articles of Incorporation of Physicians United Plan, Inc. was duly authorized and adopted by unanimous written consent of the shareholders of Physicians United Plan, Inc. in accordance with Sections 607.0704 and 607.1003 of the Florida Business Corporation Act on October 27, 2006.

**ARTICLE I
NAME**

The name of the corporation is **PHYSICIANS UNITED PLAN, INC.** (hereinafter referred to as the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The Corporation's principal office and the mailing address of the Corporation is:

6220 South Orange Blossom Trail, Suite 199
Orlando, Florida 32809-4627

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is organized is to provide health care delivery services under a managed care arrangement as directed by state and federal laws, regulations and guidelines.

**ARTICLE IV
CAPITAL STOCK**

The total number of shares of capital stock which the Corporation shall have authority to issue is One Million Two Hundred Fifty Thousand (1,250,000) shares, of which Six Hundred Twenty Five Thousand (625,000) shares shall be shares of common stock, par value \$0.01 per share (the "Common Stock") and Six Hundred Twenty Five Thousand (625,000) shares shall be shares of Preferred Stock, par value \$0.01 per share (the "Preferred Stock").

A. COMMON STOCK

1. **General.** The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein and as may be designated by resolution of the Board of Directors with respect to any class or series of Preferred Stock as authorized herein. The ability of the Board of Directors to declare any dividends on the Common Stock shall be subject to the Florida Business Corporation Act, and federal and state health maintenance organization and insurance statutes and regulations, as applicable.

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2. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock at all meetings of shareholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on (i) any amendment to the Corporation's Articles of Incorporation, as amended, that relates solely to the terms of one or more outstanding class or series of Preferred Stock if the holders of such affected class or series are entitled, either separately or together with the holders of one or more other such class or series, to vote thereon pursuant to the Corporation's Articles of Incorporation or pursuant to the Florida Business Corporation Act (ii) the election of the Class A Directors or (iii) while Class B Stock (as defined herein) is issued and outstanding, the election of Class B Directors. On any matter presented to the shareholders of the Corporation for their action or consideration at any meeting of shareholders of the Corporation (or by written consent of shareholders in lieu of meeting), each holder of outstanding shares of Common Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock held by such holder as of the record date for determining shareholders entitled to vote on such matter. Except as provided by law or by the provisions of this Article IV, holders of Common Stock shall vote together with the holders of any class or series of Preferred Stock the terms of which so provide, as a single class.

3. Liquidation Rights. After payment has been made in full to the holders of any class or series of stock having a liquidation preference over the Common Stock, all remaining assets of the Corporation available for distribution shall be distributed ratably to the holders of the Common Stock.

B. PREFERRED STOCK.

1. General. The Preferred Stock may be issued in one or more classes or series. The Board of Directors is hereby authorized to issue the shares of Preferred Stock in such classes or series and to fix from time to time before issuance the number of shares to be included in any class or series and in connection with the creation of any such class or series, by resolution or resolutions providing for the issue of the shares thereof the designation, relative powers, preferences and rights and qualifications, limitations or restrictions of all shares of such class or series. The authority of the Board of Directors with respect to each class or series shall include, without limiting the generality of the foregoing, the determination of any or all of the following:

(a) the number of shares of any class or series and the designation to distinguish the shares of such class or series from the shares of all other classes or series;

(b) the voting powers, if any, and whether such voting powers are full or limited, in any such class or series;

(c) the redemption provisions, if any, applicable to such class or series, including the redemption price or prices to be paid;

(d) whether dividends, if any, shall be cumulative or noncumulative, the dividend rate, or method of determining the dividend rate, of such class or series, and the dates and preferences of dividends on such class or series;

(e) the rights of such class or series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(f) the provisions, if any, pursuant to which the shares of such class or series are convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock, or any other security, of the Corporation or any other corporation, and the price or prices or the rates of exchange applicable thereto;

(g) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation;

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- (h) the provisions, if any, of a sinking fund applicable to such class or series; and
- (i) any other relative, participating, optional or other special powers, preferences, rights, qualifications, limitations or restrictions thereof;

all as shall be determined from time to time by the Board of Directors and shall be stated in a resolution or resolutions providing for the issuance of such Preferred Stock.

The effective date of any authorization of additional class(es) or series of Preferred Stock or modifications to the rights and preferences of any class(es) or series of Preferred Stock pursuant to this Section B. shall be not less than thirty (30) days after the approval of the Board of Directors of such action. The Board of Directors shall provide notification of such action(s) within five (5) days of taking any such action(s) to all Common Stock Shareholders.

The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, with all such holders voting as a single class.

2. Discrimination In Dividends Between Preferred Stock. Subject to the provisions of paragraph D.1. of this Article IV, the Board of Directors may at any time declare and pay dividends exclusively on any class or series of Preferred Stock, or on all such classes or series, in equal or unequal amounts, notwithstanding the relative amounts available for dividends on each class or series of Preferred Stock, the amount of dividends previously declared on each class or series, the respective voting or liquidation rights of each class or series or any other factor.

C. CLASS A CUMULATIVE CONVERTIBLE PREFERRED STOCK, POLK 6% SERIES

Seven Thousand Five Hundred (7,500) shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "Class A Cumulative Convertible Preferred Stock, Polk 6% Series" with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations ("Polk Stock"):

1. Dividends.

(a) Each issued and outstanding share of Polk Stock shall entitle the holder of record thereof to receive dividends thereon at the annual rate of six percent (6%) of the original purchase price (the "Annual Dividend"). The original purchase price for the Polk Stock is \$200 per share (the "Original Purchase Price"). The dividends shall be cumulative and shall not be compounded. Dividends shall accrue regardless of whether the Board of Directors has declared a dividend payment or whether there are any profits, surplus or other funds of the Corporation legally available for dividends. Accrued dividends shall be paid to the holders of record of the Polk Stock only upon the occurrence of any of the following events: (i) conversion of the shares of Polk Stock by the Corporation in accordance with Article IV.C.4 hereof, (ii) dissolution, liquidation, or winding up of the Corporation in accordance with Article IV.C.3 hereof, or (iii) the approval of a majority of the Board of Directors. In the absence of one of the foregoing events, no accrued dividends may be paid by the Corporation. Any dividends which accrue pursuant to this Article IV.C.1 and which are not paid shall be classified as "accumulated dividends" and shall remain "accumulated and unpaid dividends" until paid or otherwise canceled pursuant to these Articles.

(b) Subject to paragraph B.2. of Article IV, the limitations provided for in this paragraph C of Article IV, and any preferences, limitations and relative rights of any outstanding class or series of Preferred Stock, in addition to the Annual Dividend, the Corporation may declare and pay dividends upon the Polk Stock out of the lesser of (i) the assets legally available therefor under applicable laws and regulations (including but not limited to the Florida Business Corporation Act, federal and state health maintenance organization and insurance statutes and regulations, as applicable) and (ii) the Polk Declared Dividend. If the Corporation declares a dividend in accordance with this paragraph C.1.(b) of

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this Article IV, a dividend shall be paid on each outstanding share of Polk Stock equal to (i) the aggregate amount of such dividend; divided by (ii) the number of outstanding shares of Polk Stock.

As used herein, the following terms shall have the meanings indicated:

"Polk Declared Dividend," as of any date shall mean, with respect to the Polk Designated Area, an amount equal to not less than twenty percent (20%) and not more than one hundred percent (100%) of the Available Dividend Amount attributed to the Polk Designated Area, as determined by the Board of Directors. The Polk Declared Dividend is intended to be similar to an amount that would be legally available for the payment of dividends on shares of Polk Stock under the Florida Business Corporation Act if the Polk Designated Area was a separate Florida corporation.

"Polk Designated Area" shall mean Polk County, Florida.

2. Voting Rights. The Polk Stock shall not have any voting rights except with respect to (i) the election of the Class A Directors along with the holders of any class or series of Preferred Stock the terms of which so provide, voting together as a single class or (ii) the election of members to certain committee(s) responsible for overseeing quality issues in the Polk County Designated Area as determined by a majority of the Class A Directors (the "Polk Stock Shareholder Matters"). The holders of Polk Stock shall not be entitled to vote on any other matters, or to receive notice of or to participate in any meeting of the shareholders of the Corporation, except as may be required by law or by this paragraph C of this Article IV. On any Polk Stock Shareholder Matter presented to the holders of Polk Stock for their action or consideration at any meeting of shareholders of the Corporation (or by written consent of shareholders in lieu of meeting), each holder of outstanding shares of Polk Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Polk Stock held by such holder are convertible as of the record date for determining shareholders entitled to vote on such matter.

3. Liquidation Rights. In the event of the dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the rights of the holders of Polk Stock shall be as follows:

(a) After the Corporation has satisfied or made provisions for its debts and obligations and for the payment to the holders of shares of any class or series of capital stock having preferential rights to receive distributions of the assets of the Corporation (including any accumulated and unpaid dividends), the holders of Polk Stock then outstanding shall be entitled to receive, out of the assets available for distribution to its shareholders (on a pari passu basis with holders of any other class or series of stock issued and ranking on liquidation on a parity with the Polk Stock but before any payments have been made to the holders of Common Stock or any other class or series of capital stock of the Corporation ranking junior in preference to the Polk Stock), by reason of their ownership thereof, (i) an amount equal to all accumulated and unpaid dividends on such shares of Polk Stock (whether or not earned or declared), and (ii) an amount equal to the original purchase price paid to the Corporation by the holder of shares of Polk Stock. If upon any such liquidation, dissolution or winding up of the Corporation the remaining assets available for distribution to its shareholders shall be insufficient to pay the holders of shares of Polk Stock and any class or series of stock ranking on liquidation on a parity with the Polk Stock the full aforesaid preferential amount to which they shall be entitled, the holders of shares of Polk Stock and any class or series of stock ranking on liquidation on a parity with the Polk Stock shall share ratably in any distribution of the remaining assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

(b) For the purposes of this paragraph C.3., any merger or business combination involving the Corporation or any sale of all or substantially all of the assets of the Corporation shall not be treated as a liquidation, dissolution or winding up of the Corporation.

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4. Mandatory Conversion.

(a) Trigger Events. Upon the earlier of (i) the closing of the sale of shares of Common Stock to the public, in an underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended (a "Qualifying Public Offering"), (ii) the closing of the sale of all or substantially all of the assets of the Corporation, (iii) the closing of the sale of all or substantially all of the aggregate ownership interest of the Class B Stock and Common Stock of the Corporation, or (iv) the approval by at least two-thirds of the members of the Board of Directors (the "Polk Stock Mandatory Conversion Date"), all outstanding shares of Polk Stock shall automatically be converted into shares of Common Stock, at the then effective conversion rate. Except as otherwise set forth herein, the Polk Stock shall not be convertible into Common Stock. Notwithstanding the foregoing, if a Polk Stock Mandatory Conversion Date arises as a result of (iv) of this paragraph C.4.(a), each holder of Polk Stock shall have the right, for a period of thirty (30) days after receipt of the notice in accordance with paragraph C.4.(b) of this Article IV, to elect either to (i) convert such holder's shares of Polk Stock or (ii) demand that the Corporation repurchase such holder's shares of Polk Stock at an amount equal to 105% of the Original Purchase Price plus any all accumulated and unpaid dividends on such shares of Polk Stock (whether or not earned or declared), which such amount may be paid by the Corporation over a period of time not to exceed two years.

(b) Procedural Requirements. All holders of record of shares of Polk Stock shall be given written notice of the Polk Stock Mandatory Conversion Date pursuant to this paragraph C.4.(b). Such notice need not be given in advance of the occurrence of the Polk Stock Mandatory Conversion Date. Such notice shall be sent by first class or registered mail, postage prepaid, or given by electronic communication in compliance with the provisions of the Florida Business Corporation Act, to each record holder of Polk Stock. Upon receipt of such notice, each holder of shares of Polk Stock shall surrender his, her or its certificate or certificates for all such shares to the Corporation at the place designated in such notice, and shall thereafter receive certificates for the number of shares of Common Stock to which such holder is entitled pursuant to this paragraph C.4.(b). On the Polk Stock Mandatory Conversion Date, all outstanding shares of Polk Stock shall be deemed to have been converted into shares of Common Stock, which shall be deemed to be outstanding of record, and all rights with respect to the Polk Stock so converted, including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate, except only the rights of the holders thereof, upon surrender of their certificate or certificates therefor, to receive certificates for the number of shares of Common Stock into which such Polk Stock has been converted, and payment of any declared but unpaid dividends thereon. If so required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her or its attorney duly authorized in writing. As soon as practicable after the Polk Stock Mandatory Conversion Date and the surrender of the certificate or certificates for Polk Stock, the Corporation shall cause to be issued and delivered to such holder, or on his, her or its written order, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof and cash as provided in paragraph C.4.(d) of this Article IV below in respect of any fraction of a share of Common Stock otherwise issuable upon such conversion.

(c) Cancellation of Shares. All certificates evidencing shares of Polk Stock which are required to be surrendered for conversion in accordance with the provisions hereof shall, from and after the Polk Stock Mandatory Conversion Date, be deemed to have been retired and cancelled and the shares of Polk Stock represented thereby converted into Common Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date. Such converted Polk Stock may not be reissued as shares of such series, and the Corporation may thereafter take such appropriate action (without the need for shareholder action) as may be necessary to reduce the authorized number of shares of Polk Stock accordingly.

(d) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Polk Stock. In lieu of any fractional shares to which the holder would otherwise be

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entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Stock as determined in good faith by the Board of Directors of the Corporation.

(e) Reservation of Shares. The Corporation shall at all times when the Polk Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Polk Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Polk Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Polk Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to the Articles of Incorporation. Before taking any action which would cause an adjustment reducing the Polk Conversion Price below the then par value of the shares of Common Stock issuable upon conversion of the Polk Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock at such adjusted Polk Conversion Price.

6. Adjustment to Polk Conversion Rate

(a) Conversion Rate. Each share of Polk Stock shall be convertible in accordance with paragraph C.4, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing Two Hundred Dollars (\$200) by the Polk Conversion Price (as defined below) in effect at the time of conversion. The "Polk Conversion Price" shall initially be equal to Two Hundred Dollars (\$200). Such initial Polk Conversion Price, and the rate at which shares of Polk Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below.

(b) Adjustment for Stock Splits and Combinations. If the Corporation shall, at any time or from time to time after the date that the first share of Polk Stock is issued (the "Polk Original Issue Date"), effect a subdivision of the outstanding Common Stock, the Polk Conversion Price in effect immediately before that subdivision shall be proportionately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase in the aggregate number of shares of Common Stock outstanding. If the Corporation shall, at any time or from time to time after the Polk Original Issue Date combine the outstanding shares of Common Stock, the Polk Conversion Price in effect immediately before the combination shall be proportionately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in the aggregate number of shares of Common Stock outstanding. Any adjustment under this subsection shall become effective at the close of business on the date the subdivision or combination becomes effective.

(c) Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time or from time to time after the Polk Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable on the Common Stock in additional shares of Common Stock, then and in each such event the Polk Conversion Price in effect immediately before such event shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Polk Conversion Price then in effect by a fraction:

(i) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(ii) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution.

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Notwithstanding the foregoing, (i) if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Polk Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Polk Conversion Price shall be adjusted pursuant to this subsection as of the time of actual payment of such dividends or distributions; and (ii) that no such adjustment shall be made if the holders of Polk Stock simultaneously receive a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock as they would have received if all outstanding shares of Polk Stock had been converted into Common Stock on the date of such event.

(d) Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time after the Polk Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in securities of the Corporation (other than a distribution of shares of Common Stock in respect of outstanding shares of Common Stock) or in other property and the provisions of paragraph C.1. of this Article IV do not apply to such dividend or distribution, then and in each such event the holders of Polk Stock shall receive, simultaneously with the distribution to the holders of Common Stock, a dividend or other distribution of such securities or other property in an amount equal to the amount of such securities or other property as they would have received if all outstanding shares of Polk Stock had been converted into Common Stock on the date of such event.

(e) Adjustment for Merger or Reorganization, etc. If there shall occur any reorganization, recapitalization, reclassification, share exchange or merger involving the Corporation in which the Common Stock (but not the Polk Stock) is converted into or exchanged for securities, cash or other property, then, following any such reorganization, recapitalization, reclassification, share exchange or merger, each share of Polk Stock shall thereafter be convertible in lieu of the Common Stock, into which it was convertible prior to such event into the kind and amount of securities, cash or other property which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one share of Polk Stock immediately prior to such reorganization, recapitalization, reclassification, share exchange or merger would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors of the Corporation) shall be made in the application of the provisions in this paragraph C.5. with respect to the rights and interests thereafter of the holders of the Polk Stock, to the end that the provisions set forth in this paragraph C.5. (including provisions with respect to changes in and other adjustments of the Polk Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of the Polk Stock.

6. Call Rights. In addition to any redemption rights otherwise provided under Florida law, the Corporation shall have the right to redeem all of the shares of a holder of Polk Stock as specifically set forth in that certain Investor Rights Agreement between the Corporation, the holders of Polk Stock, and certain other holders of other shares of the Corporation.

7. Waiver. Any of the rights, powers or preferences of the holders of Polk Stock set forth herein may be defeated by the affirmative consent or vote of (i) the holders of at least Fifty One Percent (51%) of the shares of Polk Stock then outstanding and (ii) a majority of the Board of Directors of the Corporation.

D. CLASS B CONVERTIBLE PREFERRED STOCK

Three Hundred Seventy Five Thousand (375,000) shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "Class B Convertible Preferred Stock" with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations ("Class B Stock").

1. Dividends. If a dividend is declared, paid or set aside on shares of any class or series of capital stock of the Corporation (other than (i) any Annual Dividends on any class or series of Preferred

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Stock or (ii) any dividends on shares of Common Stock payable in shares of Common Stock), then the holders of the Class B Stock then outstanding shall simultaneously receive, a dividend on each outstanding share of Class B Stock equal to:

(a) In the case of a dividend on Common Stock, that dividend per share of Class B Stock as would equal the product of (i) the dividend declared by the Board of Directors on each share of Common Stock; and (ii) the number of shares of Common Stock issuable upon conversion of one share of Class B Stock, calculated on the record date for determination of holders entitled to receive such dividend.

(b) In the case of a dividend (other than an Annual Dividend) on any class or series of Preferred Stock which represents a Designated Area or any class or series that is convertible into any class or series of Preferred Stock which represents a Designated Area, that dividend per share of Class B Stock as would equal (i) the Available Dividend Amount less the amount of such Available Dividend Amount payable to holders of the shares of such class or series of Preferred Stock; divided by (ii) the number of shares of Class B Stock outstanding, in each case calculated on the record date for determination of holders entitled to receive such dividend. For purposes of example only, if the Board of Directors determines that the Available Dividend Amount for a series of Class A Preferred Stock is \$300,000 and the Board of Directors declares a dividend on such series of Preferred Stock in the amount of 60% of the Available Dividend Amount (\$180,000), and, pursuant to this paragraph D.1.(b), the Board of Directors declares a dividend on the Class B Stock in an amount equal to the balance of the Available Dividend Amount, the total dividend on the Class B Stock would be \$120,000. If there are 300,000 shares of Class B Stock outstanding, each share of Class B Stock would be entitled to a dividend in the amount of \$0.40.

Notwithstanding the foregoing, the ability of the Board of Directors to declare any dividends on the Class B Stock shall be subject to the Florida Business Corporation Act, and federal and state health maintenance organization and insurance statutes and regulations, as applicable.

2. Voting Rights. On any matter presented to the shareholders of the Corporation for their action or consideration at any meeting of shareholders of the Corporation (or by written consent of shareholders in lieu of meeting), each holder of outstanding shares of Class B Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Class B Stock held by such holder are convertible as of the record date for determining shareholders entitled to vote on such matter. Except as provided by law or by the provisions of this Article IV, holders of Class B Stock shall vote together with the holders of Common Stock, and with the holders of any other class or series of Preferred Stock the terms of which so provide, as a single class. The holders of Class B Stock shall have the right to vote on the election of the Class B Directors and on any other matter presented to the shareholders of the Corporation, excluding the election of the Class A Directors. Any Class B Director may be removed without cause by, and only by, the affirmative vote of the holders of the Class B Stock, given either at a special meeting of such shareholders duly called for that purpose or pursuant to a written consent of shareholders. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the Class B Stock shall constitute a quorum for the purpose of electing such Class B Directors.

3. Liquidation Rights. In the event of the dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, the rights of the holders of Class B Stock shall be as follows:

(a) After the Corporation has satisfied or made provisions for its debts and obligations and for the payment to the holders of shares of any class or series of capital stock having preferential rights, including Preferred Stock, to receive distributions of the assets of the Corporation (including any accumulated and unpaid dividends), the holders of Class B Stock then outstanding shall be entitled to receive out of the assets available for distribution to its shareholders (on a *pari passu* basis with holders of any other class or series of stock ranking on liquidation on a parity with the Class B Stock but before any payments have been made to the holders of Common Stock or any other class or series of capital

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stock of the Corporation ranking junior in preference to the Class B Stock), by reason of their ownership thereof, an amount equal to such amount per share as would have been payable had each such share been converted into Common Stock pursuant to paragraph D.4. of this Article IV immediately prior to such liquidation, dissolution or winding up. If upon any such liquidation, dissolution or winding up of the Corporation the remaining assets available for distribution to its shareholders shall be insufficient to pay the holders of shares of Class B Stock and any class or series of stock ranking on liquidation on a parity with the Class B Stock the full aforesaid preferential amount to which they shall be entitled, the holders of shares of Class B Stock and any class or series of stock ranking on liquidation on a parity with the Class B Stock shall share ratably in any distribution of the remaining assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

(b) For the purposes of this paragraph D.3., any merger or business combination involving the Corporation or any sale of all or substantially all of the assets of the Corporation shall not be treated as a liquidation, dissolution or winding up of the Corporation.

4. Mandatory Conversion.

(a) Trigger Events. Upon the earlier of (i) the closing of the sale of shares of Common Stock to the public, in an underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended (a "Qualifying Public Offering"), (ii) the closing of the sale of all or substantially all of the assets of the Corporation, (iii) the closing of the sale of all or substantially all of the aggregate ownership interest of the Class B Stock and Common Stock of the Corporation, or (iv) the approval by at least two-thirds of the members of the Board of Directors (the "Class B Stock Mandatory Conversion Date"), all outstanding shares of Class B Stock shall automatically be converted into shares of Common Stock, at the then effective conversion rate.

(b) Procedural Requirements. All holders of record of shares of Class B Stock shall be given written notice of the Class B Stock Mandatory Conversion Date pursuant to this paragraph D.4.(b). Such notice need not be given in advance of the occurrence of the Class B Stock Mandatory Conversion Date. Such notice shall be sent by first class or registered mail, postage prepaid, or given by electronic communication in compliance with the provisions of the Florida Business Corporation Act, to each record holder of Class B Stock. Upon receipt of such notice, each holder of shares of Class B Stock shall surrender his, her or its certificate or certificates for all such shares to the Corporation at the place designated in such notice, and shall thereafter receive certificates for the number of shares of Common Stock to which such holder is entitled pursuant to this paragraph D.4.(b). On the Class B Stock Mandatory Conversion Date, all outstanding shares of Class B Stock shall be deemed to have been converted into shares of Common Stock, which shall be deemed to be outstanding of record, and all rights with respect to the Class B Stock so converted, including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate, except only the rights of the holders thereof, upon surrender of their certificate or certificates therefor, to receive certificates for the number of shares of Common Stock into which such Class B Stock has been converted, and payment of any declared but unpaid dividends thereon. If so required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her or its attorney duly authorized in writing. As soon as practicable after the Class B Stock Mandatory Conversion Date and the surrender of the certificate or certificates for Class B Stock, the Corporation shall cause to be issued and delivered to such holder, or on his, her or its written order, a certificate or certificates for the number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof and cash as provided in paragraph D.4.(d) of this Article IV in respect of any fraction of a share of Common Stock otherwise issuable upon such conversion.

(c) Cancellation of Shares. All certificates evidencing shares of Class B Stock which are required to be surrendered for conversion in accordance with the provisions hereof shall, from and after the Class B Stock Mandatory Conversion Date, be deemed to have been retired and cancelled and the shares of Class B Stock represented thereby converted into Common Stock for all purposes,

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notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date. Such converted Class B Stock may not be reissued as shares of such class, and the Corporation may thereafter take such appropriate action (without the need for shareholder action) as may be necessary to reduce the authorized number of shares of Class B Stock accordingly.

(d) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Class B Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the fair market value of a share of Common Stock as determined in good faith by the Board of Directors of the Corporation.

(e) Reservation of Shares. The Corporation shall at all times when the Class B Stock shall be outstanding, reserve and keep available out of its authorized but unissued capital stock, for the purpose of effecting the conversion of the Class B Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Class B Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Class B Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to the Articles of Incorporation. Before taking any action which would cause an adjustment reducing the Class B Conversion Price below the then par value of the shares of Common Stock issuable upon conversion of the Class B Stock, the Corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock at such adjusted Class B Conversion Price.

5. Adjustment to Class B Stock Conversion Rate

(a) Conversion Rate. Each share of Class B Stock shall be convertible in accordance with paragraph D.4. into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing Two Hundred Dollars (\$200) by the Class B Conversion Price (as defined below) in effect at the time of conversion. The "Class B Conversion Price" shall initially be equal to Two Hundred Dollars (\$200). Such Initial Class B Conversion Price, and the rate at which shares of Class B Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below.

(b) Adjustment for Stock Splits and Combinations. If the Corporation shall, at any time or from time to time after the date that the first share of Class B Stock is issued (the "Class B Original Issue Date"), effect a subdivision of the outstanding Common Stock, the Class B Conversion Price in effect immediately before that subdivision shall be proportionately decreased so that the number of shares of Common Stock issuable on conversion of each share of such class shall be increased in proportion to such increase in the aggregate number of shares of Common Stock outstanding. If the Corporation shall at any time or from time to time after the Class B Original Issue Date combine the outstanding shares of Common Stock, the Class B Conversion Price in effect immediately before the combination shall be proportionately increased so that the number of shares of Common Stock issuable on conversion of each share of such class shall be decreased in proportion to such decrease in the aggregate number of shares of Common Stock outstanding. Any adjustment under this subsection shall become effective at the close of business on the date the subdivision or combination becomes effective.

(c) Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time or from time to time after the Class B Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable on the Common Stock in additional shares of Common Stock, then and in each such event the Class B Conversion Price in effect immediately before such event shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Class B Conversion Price then in effect by a fraction:

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(i) the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(ii) the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution.

Notwithstanding the foregoing, (i) if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Class B Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Class B Conversion Price shall be adjusted pursuant to this subsection as of the time of actual payment of such dividends or distributions; and (ii) that no such adjustment shall be made if the holders of Class B Stock simultaneously receive a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock as they would have received if all outstanding shares of Class B Stock had been converted into Common Stock on the date of such event.

(d) Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time after the Class B Original Issue Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation (other than a distribution of shares of Common Stock in respect of outstanding shares of Common Stock) or in other property and the provisions of paragraph D.1. of this Article IV do not apply to such dividend or distribution, then and in each such event the holders of Class B Stock shall receive, simultaneously with the distribution to the holders of Common Stock, a dividend or other distribution of such securities or other property in an amount equal to the amount of such securities or other property as they would have received if all outstanding shares of Class B Stock had been converted into Common Stock on the date of such event.

(e) Adjustment for Merger or Reorganization, etc. If there shall occur any reorganization, recapitalization, reclassification, share exchange or merger involving the Corporation in which the Common Stock (but not the Class B Stock) is converted into or exchanged for securities, cash or other property, then, following any such reorganization, recapitalization, reclassification, share exchange or merger, each share of Class B Stock shall thereafter be convertible in lieu of the Common Stock into which it was convertible prior to such event into the kind and amount of securities, cash or other property which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one share of Class B Stock immediately prior to such reorganization, recapitalization, reclassification, share exchange or merger would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors of the Corporation) shall be made in the application of the provisions in this paragraph D.5. with respect to the rights and interests thereafter of the holders of the Class B Stock, to the end that the provisions set forth in this paragraph D.5. (including provisions with respect to changes in and other adjustments of the Class B Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of the Class B Stock.

6. Waiver. Any of the rights, powers or preferences of the holders of Class B Stock set forth herein may be defeated by the affirmative consent or vote of the holders of at least Fifty One Percent (51%) of the shares of Class B Stock then outstanding.

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E. CERTAIN DEFINITIONS

As used in this Article IV, the following terms shall have the following meanings (with terms defined in the singular having comparable meaning when used in the plural and vice versa), unless the context otherwise requires.

1. "Available Dividend Amount" for any Designated Area shall mean an amount determined by the Board of Directors based upon an evaluation of various factors, including, but not limited to: the financial performance of the Designated Area, these Articles, statutory requirements, insurance requirements, regulatory requirements, debt covenants, financial performance, projected future cash requirements and any other factors deemed relevant by the Board of Directors.

2. "Business Day" shall mean each weekday that banks are open for the transaction of business in Orlando, Florida.

3. A "Designated Area" shall mean, as of any date, one or more counties or any other geographic area (as determined by the Board of Directors) within which the Corporation has been authorized to offer its Medicare Advantage products (or successor thereto) by federal and Florida authorities, including but not limited to Centers for Medicare and Medicaid Services, Florida's Agency for Health Care Administration and any successor agencies of the foregoing.

4. "Class A Directors" shall mean up to five (5) directors of the Corporation to be nominated and elected by the holders of record of the shares of Polk Stock and of any other class or series of Preferred Stock the terms of which so provide, voting together as a single class. Any director elected as provided in the preceding sentence may be removed without cause by, and only by, the affirmative vote of the holders of the shares of the class(es) or series of stock entitled to elect such director or directors, given either at a special meeting of such shareholders duly called for that purpose or pursuant to a written consent of such shareholders. At any meeting held for the purpose of electing a director, the presence in person or by proxy of the holders of a majority of the outstanding shares of the class(es) or series entitled to elect such director shall constitute a quorum for the purpose of electing such director. A vacancy in any directorship filled by the holders of any class(es) or series shall be filled only by the vote or written consent in lieu of a meeting of the holders of such class(es) or series or by any remaining director or directors elected by the holders of such class(es) or series. The holders of record of the Class B Stock shall, subject to the rights of any additional classes or series of Preferred Stock that may be established from time to time, be entitled to elect the balance of the total number of directors of the Corporation, which shall be a minimum of six (6) directors. The number of Class A Directors who are members of the Board of Directors at any one time shall be at least equal to the number of classes or series of Preferred Stock representing Designated Areas that are issued and outstanding; provided, however, in no event shall there be more than five (5) Class A Directors. The Board of Directors may take necessary action in accordance with the Bylaws to increase or decrease the size of the Board of Directors and adjust the number of Class A Directors from time to time.

5. "Class B Directors" shall mean the directors of the Corporation to be nominated and elected by the holders of record of the shares of Class B Stock. The holders of record of Class B Stock shall be entitled to elect no fewer than six (6) Class B Directors.

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ARTICLE V
COMMENCEMENT AND TERM OF EXISTENCE

This Corporation commenced its corporate existence on February 22, 2005. This Corporation shall have perpetual existence.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is Sandeep Bajaj, M.D., 652 East Club Circle, Longwood, Florida 32779.

ARTICLE VII
INDEMNIFICATION

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VII
REGISTERED AGENT AND OFFICE

The name of the registered agent of the Corporation and the street address of the registered office of the Corporation are as follows:

J. Daniel Kellefrath
6220 South Orange Blossom Trail, Suite 199
Orlando, Florida 32809-4627

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 27th day of October, 2006.



J. Daniel Kellefrath
Chief Executive Officer