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BASIC AMENDMENT

WELLCARE PRESCRIPTION INSURANCE, INC.

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Amendment
09/16/05
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**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
WELLCARE PRESCRIPTION INSURANCE, INC.**

Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of WellCare Prescription Insurance, Inc. (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is WellCare Prescription Insurance, Inc.

SECOND: Article V, entitled Authorized Shares, is hereby amended to increase the authorized common stock, par value \$1.00 per share, of the Corporation from 10,000 to 25,000,000 shares.

THIRD: The foregoing amendment was duly adopted by the board of directors and the sole shareholder of the Corporation on September 14, 2005.

FOURTH: The number of votes cast for the amendment by the shareholders of the Corporation constitutes a sufficient number of votes to approve the amendment.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this instrument this 14 day of September, 2005.



Thaddeus Bereday
Senior Vice President and General Counsel

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