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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

COR AMND/RESTATE/CORRECT OR O/D RESIGN

WELLCARE PRESCRIPTION INSURANCE, INC.

Certificate of Status	0
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Amended/Restated (10 10.23.04)

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**APPROVED****AMENDED AND RESTATED ARTICLES OF INCORPORATION****OCT 17 2006****OF****((H06000257951 3)))****WELLCARE PRESCRIPTION INSURANCE, INC.****Docketed by** *CS*

The undersigned files with the Department of State of the State of Florida these Amended and Restated Articles of Incorporation in accordance with the Florida Business Corporation Act.

**ARTICLE ONE: NAME OF CORPORATION.**

The name of this corporation is: WellCare Prescription Insurance, Inc.

**ARTICLE TWO: PRINCIPAL OFFICE OF CORPORATION.**

The principal office address of the corporation is located at 8725 Henderson Road, Ren. 1, Tampa, Florida 33634 and the mailing address of the corporation is 8735 Henderson Road, Ren. 2, Tampa, Florida 33634.

**ARTICLE THREE: CAPITAL STOCK.**

The aggregate number of shares of stock that this corporation is authorized to issue is 25,000,000 shares, all of which shall be common shares with a par value of \$1,000.00 per share.

**ARTICLE FOUR: REGISTERED OFFICE AND REGISTERED AGENT.**

The street address of the registered office of the corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301 and the Registered Agent is Corporation Service Company. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may from time to time, change the Registered Agent of the corporation.

**ARTICLE FIVE: BOARD OF DIRECTORS.**

The Board of Directors of the corporation shall consist of the number of directors specified in or fixed in accordance with the Bylaws. A quorum of the Board of Directors may consist of less than a majority, but shall be no fewer than 1/3 of the prescribed number of Directors as determined under the Bylaws.

**ARTICLE SIX: PURPOSE.**

The general nature of the business to be transacted by this corporation or the purposes of the corporation shall be, in general, to have and exercise all powers conferred by the laws of Florida upon corporations, and to do any and all things as a Florida corporation might or could do.

**((H06000257951 3)))**  
Thaddeus Bereday, Secretary

((H06000257951 3)))

**ARTICLES OF RESTATEMENT  
OF  
WELLCARE PRESCRIPTION INSURANCE, INC.**

Pursuant to the Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") hereby amends and restates its Articles of Incorporation.

1. The name of the corporation is WellCare Prescription Insurance, Inc.
2. The text of the Amended and Restated Articles of Incorporation of the corporation, as further amended hereby, is annexed hereto and made a part hereof.

\* \* \* \* \*

**CERTIFICATE**

It is hereby certified that:

- i. The Articles of Incorporation of the corporation are hereby amended to read as set forth in the Amended and Restated Articles of Incorporation annexed hereto and made a part hereof.
- ii. The date of adoption of the aforesaid amendments was September 7, 2006.
- iii. The restatement does not contain amendments requiring shareholder approval.
- iv. The Board of Directors adopted the restatement.
- v. The effective time and date of these Articles of Restatement shall be upon filing.

Executed on September 15, 2006

  
Thaddeus Bereday, Secretary

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