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To:

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

From:

Account Name : WELLCARE HEALTH PLANS, INC.
Account Number : I20050000188
Phone : (813) 290-6226
Fax Number : (813) 290-6210

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WELLCARE PRESCRIPTION INSURANCE, INC.

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**ARTICLES OF AMENDMENT TO
THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
WELLCARE PRESCRIPTION INSURANCE, INC.**

Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Amended and Restated Articles of Incorporation of WellCare Prescription Insurance, Inc., is hereby amended according to these Articles of Amendment:

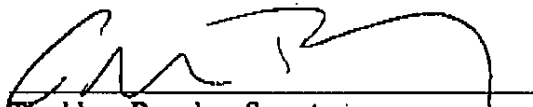
- FIRST:** The name of the corporation is WellCare Prescription Insurance, Inc. (the "Corporation").
- SECOND:** Article III, entitled Capital Stock, is hereby amended to correct an inaccuracy in the stated par value of the Corporation's common stock currently stated at \$1,000.00 per share. To accomplish the foregoing amendment, Article III, relating to the Capital Stock of the Corporation, is amended to read as set forth in the same number article of the Amended and Restated Articles of Incorporation as hereinafter restated:

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 \$1.00 per share.

- THIRD:** The foregoing amendment was duly adopted by the sole shareholder of the Corporation on April 18, 2007.
- FOURTH:** The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this instrument on the 19 day of April, 2007.


Thaddeus Bereday, Secretary

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