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From:

Account Name : WELLCARE HEALTH PLANS, INC.
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

HARMONY BEHAVIORAL HEALTH, INC.

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*Amended &
Restated
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ARTICLES OF RESTATEMENT

OF

HARMONY BEHAVIORAL HEALTH, 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 Harmony Behavioral Health, 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.

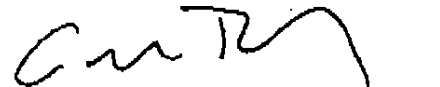
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CERTIFICATE

It is hereby certified that:

1. The annexed restatement (Amended and Restated Articles of Incorporation) contains amendments to the Articles of Incorporation of the corporation requiring shareholder approval.
2. 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.
3. The date of adoption of the aforesaid amendments was May 23, 2006.
4. Only one voting group of shareholders was entitled to vote on the said amendments and restatement.
5. The number of votes cast for the said amendments and restatement by the said voting group of shareholders was sufficient for the approval thereof.
6. The effective time and date of these Articles of Restatement shall be upon filing.

Executed on May 23, 2006


Thaddeus Bereday, Secretary

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
(((H06000153427 3)))
HARMONY BEHAVIORAL HEALTH, INC.

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: Harmony Behavioral Health, 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 100 shares, all of which shall be common shares with a par value of \$0.01 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 $\frac{1}{3}$ 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.



Thaddeus Bereday, Secretary

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