

PO6000073119

(Requestor's Name)

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(City/State/Zip/Phone #)

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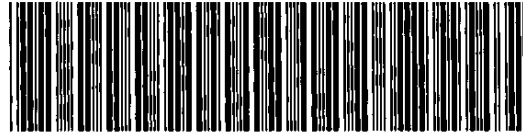
(Business Entity Name)

(Document Number)

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FILED

2006 JUL 17 PM 3:57

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

06 JUL 17 PM 3:37

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amend

C. Coullette JUL 17 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Universal Health Care Insurance Company, Inc.

DOCUMENT NUMBER: P06000073119

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John F. Black

(Name of Contact Person)

Meridian Consulting, Inc.

(Firm/ Company)

P.O. Box 14989

(Address)

Tallahassee, Florida 32317-4989

(City/ State and Zip Code)

For further information concerning this matter, please call:

John F. Black

(Name of Contact Person)

at (850) 386-9898, Ext. 103

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

APPROVED

JUL 17 2006

**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
UNIVERSAL HEALTH CARE INSURANCE COMPANY, INC.**

Docketed by: EM

Pursuant to the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "FBCA"), Universal Health Care Insurance Company, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: This Corporation is named Universal Health Care Insurance Company, Inc. and was originally incorporated in the State of Florida on May 25, 2006, and the Corporation hereby adopts these Articles of Amendment to the Articles of Incorporation of the Corporation filed on May 25, 2006.

SECOND: The amendment set forth below to the Articles of Incorporation of the Corporation has been approved by the Board of Directors and the sole shareholder of the Corporation in the manner and by the vote required by the FBCA. The amendment was duly approved by the Board of Directors pursuant to a unanimous written consent dated ~~June~~ ^{July} 17, 2006 and was duly approved by the sole shareholder pursuant to a written consent as of ~~June~~ ^{July} 17, 2006. The vote cast for the amendment by the sole shareholder was sufficient for approval.

THIRD: The Articles of Incorporation of the Corporation, as in effect on the date hereof, are hereby amended as follows: The first sentence of Section 5.1 of Article 5 is hereby amended by deleting "10,000" therefrom and replacing it with "10,000,000."

IN WITNESS WHEREOF, the undersigned authorized officer has duly executed these Articles of Amendment on behalf of the Corporation this 17 day of ~~June~~ ^{July}, 2006.

By: _____

Akshay M. Desai
Akshay M. Desai, M.D., M.P.H., Secretary

FILED
2006 JUL 17 PM 3:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED

UNIVERSAL HEALTH CARE INSURANCE COMPANY, INC.

JUL 17 2006

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS
IN LIEU OF SPECIAL MEETING**

Docketed by: Em

~~June~~
July 17, 2006

The undersigned, constituting all of the members of the Board of Directors of Universal Health Care Insurance Company, Inc., a Florida corporation (the "Corporation"), do hereby adopt, consent to, and approve the following preamble and resolutions by signing their written consent hereto pursuant to the authority granted by Section 607.0821 of the Florida Business Corporation Act:

WHEREAS, it is deemed to be in the best interests of the Corporation and its sole shareholder that an Amendment to the Articles of Incorporation of the Corporation in the form attached as Exhibit A hereto, pursuant to which the number of shares of Common Stock which the Corporation shall have authority to issue is increased from Ten Thousand (10,000) to Ten Million (10,000,000) (the "Amendment to the Articles of Incorporation");

NOW, THEREFORE, BE IT RESOLVED, that the undersigned Board of Directors of the Corporation hereby approves the adoption of the Amendment to the Articles of Incorporation in substantially the form attached hereto as Exhibit A and the appropriate officers of the Corporation are hereby authorized, directed and empowered for, in the name and on behalf of the Corporation, to take any actions necessary or convenient to carry out the intent and purpose of these resolutions, including the preparation and filing with the Secretary of State of the State of Florida the Amendment to the Articles of Incorporation.

FURTHER RESOLVED, that all actions heretofore taken by any officer of the Corporation in furtherance of these resolutions are hereby authorized, approved, affirmed and ratified.

FURTHER RESOLVED, that this Written Consent may be executed by facsimile or electronic signature, and in any number of counterparts, each of which, when so executed, being deemed to represent an original document, and all of which, together, being deemed to constitute one and the same instrument.

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APPROVED

UNIVERSAL HEALTH CARE INSURANCE COMPANY, INC.

JUL 17 2006

**WRITTEN CONSENT OF THE SOLE SHAREHOLDER
IN LIEU OF SPECIAL MEETING**

Docketed by: EM

~~June~~ ^{July} 17, 2006

The undersigned, constituting the sole shareholder of Universal Health Care Insurance Company, Inc., a Florida corporation (the "Corporation"), does hereby adopt, consent to, and approve the following preamble and resolutions by signing its written consent hereto pursuant to the authority granted by Section 607.0704 of the Florida Business Corporation Act:

WHEREAS, it is deemed to be in the best interests of the Corporation and its sole shareholder that an Amendment to the Articles of Incorporation of the Corporation in the form attached as Exhibit A hereto, pursuant to which the number of shares of Common Stock which the Corporation shall have authority to issue is increased from Ten Thousand (10,000) to Ten Million (10,000,000) (the "Amendment to the Articles of Incorporation");

NOW, THEREFORE, BE IT RESOLVED, that the sole shareholder of the Corporation hereby approves the adoption of the Amendment to the Articles of Incorporation in substantially the form attached hereto as Exhibit A and the appropriate officers of the Corporation are hereby authorized, directed and empowered for, in the name and on behalf of the Corporation, to take any actions necessary or convenient to carry out the intent and purpose of these resolutions, including the preparation and filing with the Secretary of State of the State of Florida the Amendment to the Articles of Incorporation.

FURTHER RESOLVED, that all actions heretofore taken by any officer of the Corporation in furtherance of these resolutions are hereby authorized, approved, affirmed and ratified.

[BALANCE OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the day and year first written above.

BOARD OF DIRECTORS:



Akshay M. Desai, M.D., M.P.H.



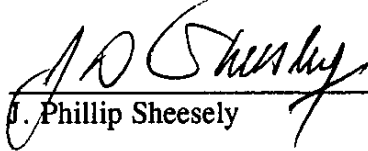
Zachariah P. Zachariah, M.D.



Seema A. Desai



Jayendra Choksi



J. Phillip Sheesely

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the day and year first written above.

SOLE SHAREHOLDER:

Universal Health Care Group, Inc.

Akshay M. Desai

By: Akshay M. Desai, M.D., M.P.H.

Its: President