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CONFIDENT CARE HEALTH PLAN, INC.**

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*Amended And
Restated Act*

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APR 11 2012

T. ROBERTS

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CONFIDENT CARE HEALTH PLAN, INC.

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Pursuant to Title 36, Section 607.1007, of the Florida Business Corporation Act, the undersigned Chief Executive Officer of Confident Care Health Plan, Inc. (hereinafter referred to as the "Company"), a corporation organized and existing under the laws of the State of Florida, does hereby certify that the amendments incorporated herein were duly adopted by unanimous vote of the Board of Directors of the Company on March 28, 2012, and duly adopted by unanimous vote of the Shareholders of the Company on March 28, 2012, for the purpose of amending and restating the Articles of Incorporation of the Company as follows:

Article I

The name of the corporation is Confident Care Health Plan, Inc.

Article II

The principal place of business and mailing address of this Company shall be: 12905 SW 42nd Street, Suite 210, Miami, Florida 33175

Article III

The number of shares of stock that the Company is authorized to have outstanding at any one time is one thousand (1,000) shares, all of which are a par value of one cent (\$0.01) each and classified as Common Shares.

Article IV

The name of the registered agent is NRAI Services, Inc. 2731 Executive Park Drive, Suite 4, Weston Florida 33331.

Article V

The names, street addresses and titles of the officers and directors of the Company are:

NAME AND TITLE(S)	ADDRESS
M. Catherine Moffitt, M.D., Director	1340 Concord Terrace, Sunrise, FL 33323
James M. Hogan, M.D, Director	1340 Concord Terrace, Sunrise, FL 33323
Jean S. Gordon, M.D., Director	1340 Concord Terrace, Sunrise, FL 33323
Beverly Nelson-Curtis M.D., Director	1340 Concord Terrace, Sunrise, FL 33323

Marisa Vidal, <i>Director and Chief Executive Officer</i>	12905 SW 42nd Street, Suite 210, Miami, Florida 33175
Michael Burgoyne, <i>Director</i>	6720-B Rockledge Dr., Suite 700, Bethesda, MD, 20817
Richard Collado, <i>Chief Financial Officer</i>	1340 Concord Terrace, Sunrise, FL 33323
Neil Natkow, M.D., <i>Medical Director</i>	1340 Concord Terrace, Sunrise, FL 33323
Shirley R. Smith, <i>Secretary</i>	6720-B Rockledge Dr., Suite 700, Bethesda, MD, 20817
Melinda L. Tuozzo, <i>Treasurer</i>	6720-B Rockledge Dr., Suite 700, Bethesda, MD, 20817
Robert J. Finkleman, <i>Actuary</i>	6720-B Rockledge Dr., Suite 700, Bethesda, MD, 20817

Article VI

The purposes for which the Company is organized, in addition to engaging in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes are as follows: The Company is organized for the purpose of providing Medicaid managed care benefits to enrolled Medicaid beneficiaries in accordance with the applicable laws of the State of Florida.

Article VII

The period of duration of the Company is perpetual.

Article VIII

The Company shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him or her in connection with any action, suit or other proceeding in which he or she may be involved or with which he or she may be threatened, or other matters referred to in or covered by said provisions both as to action in his or her official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Company. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned has executed these Amended and Restated Articles of Incorporation this
5th, day of April, 2012.

Marisa Vidal

Marisa Vidal, Chief Executive Officer

STATE OF FLORIDA :

COUNTY OF Miami-Dade^{SS}

I, Michael Hawes, a notary public, do hereby certify that on the ____ day of April, 2012, personally appeared before me Marisa Vidal, who, being by me first duly sworn, declared that she is the Chief Executive Officer of Confident Care Health Plan, Inc., that she signed the foregoing document as Chief Executive Officer of Confident Care Health Plan, Inc., and that the statements therein contained are true and correct.

(Notarial Seal)



Michael Hawes

Notary Public

My Commission Expires: 5-01-2013