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TALLAHASSEE, FLORIDA
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N.C.
C. Coulliette NOV 21 2002

Wanda Parsons
 Requestor's Name
Pennington Law Firm
 Address
215 S. Monroe St.
2nd Floor
 City/State/Zip *Tallahassee, FL* Phone # *272-3533*

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. *Foundation Health, A Florida Health Plan, Inc.*
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Please call when ready - Thanks - Wanda 272-3533

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FOUNDATION HEALTH, A FLORIDA HEALTH PLAN, INC.

FILED
2002 NOV 21 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Amendment to Article I of the Articles of Incorporation of FOUNDATION HEALTH, A FLORIDA HEALTH PLAN, INC. ("the Company") was adopted by unanimous vote of the shareholder and directors of the Company on the 15th day of November, 2002, in the manner prescribed by the Florida Business Corporations Act.

Effective January 1, 2003, Article I of the Articles of Incorporation of the Company is amended so as to read in its entirety as follows:

ARTICLE I

The name of this Corporation shall be VISTA HEALTHPLAN OF SOUTH FLORIDA, INC.

IN WITNESS WHEREOF, the undersigned, as Secretary of the Company, has executed these Articles of Amendment on the 15th day of November, 2002, to be effective on January 1, 2003.

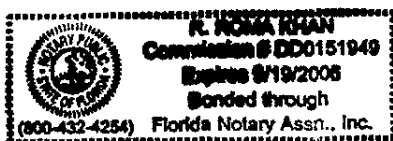


GERALD M. COHEN, Secretary

STATE OF FLORIDA,

COUNTY OF Broward.

The foregoing instrument was acknowledged before me this 15th day of November, 2002, by GERALD M. COHEN, as Secretary of VISTA HEALTHPLAN OF SOUTH FLORIDA, INC., f/k/a FOUNDATION HEALTH, A FLORIDA HEALTH PLAN, INC., for and on behalf of the Company. GERALD M. COHEN is personally known to me.




NOTARY PUBLIC - STATE OF FLORIDA

My Commission Expires: 9/19/2006