P9500004031 8

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MAITLAND, FLORIDA 32751
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PALM COAST
1 FLORIDA PARK DRIVE SOUTH
SUITE 350
PALM COAST, FLORIDA 32137
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May 22, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

100001495861
-05/22/95--01070--021
****122.50 ****122.50

Re: Health First HMO, Inc.

Dear Sir or Madam:

Enclosed herewith find the original and a copy of proposed Articles of Incorporation for the above named corporation, a Registered Agent Designation, and our check to your order to cover the following items:

1.	Filing	$35.00
2.	Certified copy of Articles of Incorporation	52.50
3.	Registered Agent Designation	35.00
	TOTAL	$122.50

95 MAY 22 PM 2:55
DIVISION OF CORPORATIONS

We would appreciate being advised by telephone when filing has been accomplished.

Please send us a certified copy of the Articles of Incorporation.

Sincerely,

James M. Barclay

R95-2060
DMC
5/22/95

JMB/ls

Enclosures

FILED
95 MAY 22 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HEALTH FIRST HMO, INC.

FILED
95 MAY 22 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **HEALTH FIRST HMO, INC.** The address of the principal office of this corporation shall be 8247 Devereaux Drive, Suite 103, Viera, Florida 32940 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the law of the United States, the State of Florida or any other state, country, territory or nation, more specifically, to form, own, manage and operate a health maintenance organization under Chapter 641, et. seq., Florida Statutes (1993), to include Section 641.2015, and other activities related to health care. The stock of this corporation may be acquired, held and transferred by another corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having $ 1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 131 North Gadsden Street, Tallahassee, Florida 32301 and the name of the initial registered agent of the corporation at that address is James M. Barclay.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have four (4) officers and five (5) directors initially. It may have up to thirteen (13) directors. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed, is James M. Barclay, 131 North Gadsden Street, Tallahassee, Florida 32301.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is James M. Barclay, 131 North Gadsden Street, Tallahassee, Florida 32301.

IN WITNESS WHEREOF, the undersigned has set his hand and seal on May 22, 1995.

James M. Barclay
131 North Gadsden Street
Tallahassee, Florida 32301
904-681-3233

FILED
95 MAY 22 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION OF HEALTH FIRST HMO, INC.

Having been named as registered agent and to accept service of process for **HEALTH FIRST HMO, INC.**, the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statues relative to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as registered agent under Section 607.0505, Florida Statutes.

James M. Barclay
131 North Gadsden Street
Tallahassee, Florida 32301
904-681-3233

P95000040318

Health
First, Inc.

June 3, 1997

FILED
97 JUN -9 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500002205405--5
-06/09/97--01043--003
*****87.50 *****87.50

Gentlemen:

Charter No. P95000040318
Health First Health Plans, Inc.

We are enclosing herewith original and duplicate original Articles of Restatement for the subject corporation. The duplicate original has been subscribed and acknowledged in the same manner as the original. Please certify the duplicate and return to the undersigned.

The enclosed check for $87.50 includes filing and certification fees.

Thank you for your cooperation in this matter.

Sincerely

Wilma F. Daniel

Wilma F. Daniel
Legal Assistant

Enclosures

Post Dt 6/16

Office of Corporate Counsel *reply to:* *8249 Devereux Drive Melbourne, FL 32940* *telephone (407) 752-4355* *FAX (407) 253-3273*

FILED
97 JUN -9 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF RESTATEMENT

HEALTH FIRST HEALTH PLANS, INC.

(a corporation for profit)

We, the undersigned, hereby restate the Articles of Incorporation of the foregoing for profit corporation, pursuant to Section 607.1002, Florida Statutes, which restatement includes one or more amendments to the Articles which amendments require shareholder approval.

These Articles of Restatement were duly adopted by the Board of Directors of Health First Health Plans, Inc. on May 15, 1997, and approved by the sole shareholder on May 16, 1997. The number of votes cast for the amendments by the Directors and shareholder was sufficient for approval. Such Articles of Restatement restate and further amend the provisions of the Articles of Incorporation as heretofore amended, which amendments do not require shareholder approval. There is no discrepancy between the Articles of Incorporation as heretofore amended and the provisions of these Articles of Restatement other than the amendments contained herein.

Article I
Corporation Name

The name of the Corporation shall be Health First Health Plans, Inc. (the *"Corporation"*).

Article II
Nature of Business

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, more specifically, to form, operate, manage or own a health maintenance organization under Chapter 641, *et seq*, Florida Statutes (1993), to include Section 641.2015, and other activities related to health care. The Corporation may acquire, hold and transfer stock in any other corporation.

Article III
Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of $1 per share.

Article IV
Term of Existence

This Corporation is to exist perpetually.

Article V
Address

The location of this Corporation shall be at 8247 Devereux Drive - Suite 103, Melbourne, Florida 32940.

Article VI
Registered Office and Registered Agent

The address of the registered office of this Corporation is 8249 Devereux Drive, Melbourne, Florida 32940, and the name of the registered agent at that address is David E. Mathias.

Article VII
Directors

The business affairs of this Corporation shall be managed by a Board of Directors consisting of no more than 17 persons. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Article VIII
Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Any amendment of these Articles of Incorporation shall become effective when, and only when, such amendment has been filed with the Florida Department of State, approved by it and all filing fees have been paid in accordance with applicable provisions of Chapter 607 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 20th day of May 1997, for the purpose hereinabove expressed.

(corporate seal)

HEALTH FIRST HEALTH PLANS, INC.

By____________________

Jerry Senne, President

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JERRY SENNE, who is personally known to me and known to be the President of Health First Health Plans, Inc., who executed the foregoing Articles of Restatement, and he acknowledged before me that he executed it in the name of and for the corporation, affixing its corporate seal, and that he was duly authorized by that corporation to do so.

WITNESS my hand and official seal in the County and State aforesaid this 20th day of May 1997.

Veronica L. Beasley
MY COMMISSION # CC521099 EXPIRES
April 6, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public - State of Florida

Veronica L. Beasley
5/20/97