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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

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FACSIMILE
(305) 858-4777

July 7, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: HEALTHPLANS OF AMERICA HOLDINGS, INC.

Dear Sir/Madam:

Enclosed please find an executed Statement of Change of Registered Office or Registered Agent or Both for the above-captioned corporation, along with a check in the amount of \$35 made payable to the Florida Department of State. Please file this document and provide the undersigned with confirmation thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if you have any questions.

Sincerely,

ADORNO & ZEDER, P.A.

Justin T. Wilson
Justin T. Wilson
Legal Assistant

encl.

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*****35.00 *****35.00

JTW/C.LTRCOV/102590/12207.011

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: HealthPlans of America Holdings, Inc.

1b. Date of incorporation 1/18/96 Document number P96000005867

2. The name and address of the current registered agent and office:

Richard M. Spector

2601 S. Bayshore Dr., Suite 1600, Miami, FL 33133


3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Blanca Santos

9350 S. Dixie Highway, Suite 1220, Miami, FL 33156

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

X 
SIGNATURE
6/27/97
DATE

Jeffrey I. Binder, Chairman
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR 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 PROVISIONS OF ALL STATUTES 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.

SIGNATURE X Blanca Santos
(Registered Agent)

DATE 6/27/97