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((H9700001023045)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: HEALTH-NET GROUP, INC.
AUDIT NUMBER.....H97000010230

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....0 DEL.METHOD.. FAX
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 24 AM 10:15

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((H97000010230:5))

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((((H97000010230(5))))

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DEPARTMENT OF CORPORATE REGISTRATION

1922-3708 08/23/87 11:25 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

June 23, 1997

HEALTH-NET GROUP, INC.
3600 S. FLAGLER ST.
MIAMI, FL 33135

SUBJECT: HEALTH-NET GROUP, INC.
REF: P96000019535

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6937.

Kelley Shank
Staff Assistant

FAX Aud. #: H97000010230
Letter Number: 797A00033205

RECEIVED

97 JUN 24 AM 8:06

RECEIVED
SCHOOL OF CORPORATE KIT

497000010230

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Health-Net Group, Inc.

97 JUN 24 AM 10:15
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article III

The principal place of business and mailing address of this corporation shall be 600 NE 36 Street, Miami FL 33137 Suite 1005.

Article VI

Address should be changed to 600 NE 36 Street Suite 1005 Miami, FL 33137

Article VII

Jose M Perez, 4307 SW 148 Ave Miami, FL should be deleted and insert Luciana N, Sanchez, 600 NE 36 Street Suite 1005, Miami, FL 33137 (Vice-President and Secretary)

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Prepared By: Gladys A. Cardenas, Esq. (FL Bar No. 866490)
807 SW 122 Avenue
Miami, FL 33184
(305) 226-3455

THIRD: THE DATE OF EACH AMENDMENT'S ADOPTION. JUNE 20. 1997

JUN-23-1997 17:08 EMPIRE CORPORATE KIT P.03/04

HQ7000010230

FOURTH: Adoption of Amendment(s) (CHECK ONE)

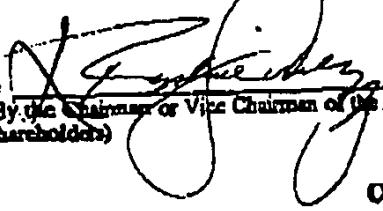
The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 20 of June, 19 97

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Raphael Giraldez
Typed or printed name

President / Incorporator

HQ7000010230