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STATEWIDE HEALTH PLANS, INC.

Miami Office:
6461 Sunset Drive
South Miami, Florida 33143

Broward Office:
3121 Hallandale Beach Blvd.
Suite #101
Pembroke Park, Florida 33009

Telephone: (305) 663-5866
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E-mail: Aruss194@bellsouth.net

Telephone: (954) 964-6860
Fax: (954) 964-1031
E-mail: Statewidehealth@msn.com

November 4, 1998

Divisions of Corporations
c/o John Nedeau
409 East Gaines Street
Tallahassee, Florida 32399

FILED
98 NOV - 6 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Statewide Health Plans, Inc. & Statewide Holdings, Inc.

000002682670--1
-11/09/98-01004-003
*****105.00 *****35.00

Dear Mr. Nedeau:

Enclosed, please find two copies of executed amendment to Articles of Incorporation for Statewide Health Plans, Inc. changing the name of the corporation to Statewide Holdings, Inc.

We would appreciate your processing this request for changing the name of the above described corporation.

In addition, I have enclosed another set of executed Articles of Incorporation for establishing a new corporation with the same name as the old name of the above described corporation, "Statewide Health Plans, Inc."

Accompanied with this request, please find check in the amount of \$70.00 which represents the filing fee and registered agent designation.

Thank you in advance for the processing of these documents.

Sincerely,


A. David Russell
President

Enclosure

ADR/tsg

Assistant

RECEIVED
98 NOV - 6 PM 3:52
DIVISION OF CORPORATIONS

ILL NOV - 6 1998

**CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STATEWIDE HEALTHPLANS, INC.**

FILED
98 NOV -6 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Statewide Health Plans, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is Statewide HealthPlans, Inc.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation, including provisions for (i) the change in the name of the Corporation from Statewide HealthPlans, Inc. to Statewide Holdings, Inc.; (ii) the increase in the number of authorized shares of Common Stock the Corporation is authorized to issue, from 7,500 shares to 10,000,000 shares, in order to effect the division of previously issued and outstanding shares of common stock of the Corporation, \$1.00 par value per share, on a 100-for-1 basis (the "Share Division"), such that each share of Common Stock held of record immediately prior to the effectiveness of the Share Division shall automatically be converted into 100 shares of Common Stock, \$.0001 par value per share; (iii) the change in the par value of each share of Common Stock from \$1.00 per share to \$.0001 per share; and (iv) the creation of a new class of capital stock consisting of 2,000,000 shares of Preferred Stock, \$.0001 par value per share.
3. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which require shareholder approval, and the Restated Articles were unanimously adopted, approved and recommended for shareholder approval by the Corporation's Board of Directors pursuant to a meeting of All Directors on June 15, 1998, and approved by the shareholders pursuant to the Written Consent of all the Shareholders dated as of June 15, 1998, the number of votes cast being sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of November 5, 1998.

STATEWIDE HEALTHPLANS, INC.

By: 

Name: A. David Russell
Title: President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
STATEWIDE HEALTHPLANS, INC.**

**Original Articles of Incorporation
filed with the Secretary of State of
the State of Florida on January 23, 1998**

Pursuant to Sections 607.1003, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

ARTICLE 1

NAME

The name of the corporation (the "Corporation") is: **Statewide Holdings, Inc.**

ARTICLE 2

PRINCIPAL OFFICE; REGISTERED OFFICE; REGISTERED AGENT

The address of the principal office of the registered office of the Corporation and the mailing address of the Corporation is 3121 W. Hallandale Beach Blvd., Suite 101, Pembroke Park, Florida 33009. The Registered Agent of the Corporation at that address is A. David Russell.

ARTICLE 3

PURPOSE

The general purpose for which the corporation is organized is to transact any or all lawful business permitted under the FBCA and the laws of Florida and the United States.

ARTICLE 4

CAPITAL STOCK

The total number of shares of stock the Corporation shall have authority to issue is (i) 10,000,000 shares of Common Stock, \$.0001 par value per share ("Common Stock"), and (ii) 2,000,000 shares of Preferred Stock, \$.0001 par value per share ("Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions in respect of each class of capital stock of the Corporation.

A. COMMON STOCK.

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors upon any issuance of the Preferred Stock of any series.

2. Voting. The holders of Common Stock are entitled to one vote for each share held at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting.

3. Dividends. Dividends shall be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock.

4. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, all of the assets of the Corporation available for distribution to its shareholders shall be distributed ratably among the holders of the Preferred Stock, if any, and Common Stock, subject to any preferential rights of any then outstanding Preferred Stock.

B. PREFERRED STOCK.

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed in this Section B of Article 4 and/or in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Authority is hereby granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issuance of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences, powers and relative participating, optional or other special rights and qualifications, limitations, or restrictions thereof, including without limitation dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such votes, all to the full extent now or hereafter permitted by the FBCA. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. Except as provided in this Article 4, no vote of the holders of the Preferred Stock or Common Stock shall be prerequisite to the issuance of any shares of any series of Preferred Stock authorized by and complying with the conditions of the Articles of Incorporation, the right to enjoy such vote being expressly waived by all present and future holders of the capital stock of the Corporation. The resolutions providing for issuance of any series of Preferred Stock may provide that such resolutions may be amended by subsequent resolutions adopted in the same manner as the preceding resolutions. Such resolutions shall be effective upon adoption, without the necessity of any filing, with the Secretary of State of the State of Florida or otherwise.

ARTICLE 5

BOARD OF DIRECTORS

The number of directors of the Corporation shall be fixed from time to time by the By-laws of the Corporation or an amendment thereto duly adopted by the Board of Directors or the Shareholders of the Corporation.

ARTICLE 6

LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE 7

INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE 8

BY-LAWS

The Board of Directors or an affirmative vote of the holders of a majority of the issued and outstanding shares of the Corporation's capital stock entitled to vote shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE 9

AMENDMENT

These Amended and Restated Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

ARTICLE 10

SHAREHOLDERS

A. No Preemptive Rights. Unless otherwise provided by resolution of the Board of Directors of the Corporation, no shareholder shall have preemptive rights to acquire securities of the Corporation..

B. Quorum; Vote Required. The presence, in person or by proxy, of the holders of one-third (1/3) of the shares entitled to vote shall constitute a quorum. The approval of the holders of a majority of the issued and outstanding shares entitled to vote shall be required for any action by or of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Article of Incorporation on November 5, 1998.

Statewide Holdings, Inc.

By: 
Name:
Title: