

CORPORATION INFORMATION
SERVICES, INC.
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TALLAHASSEE, FL 32301
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CSO networks

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TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 384544 4656A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 87.50

ORDER DATE : May 2, 1994

ORDER TIME : 9:33 AM

ORDER NO. : 384544

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst
Greenberg Traurig Hoffman
P. O. Box 12890

Miami, FL 33101-2890

DOMESTIC AMENDMENT FILING

NAME: PHYSICIANS HEALTHCARE PLANS,
INC.

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Patty G. Pizzuto

EXAMINER'S INITIALS: *Jon Amend C.C.*

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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DIVISION OF CORPORATION

800-342-8086

70000115427

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305-789-5449

April 29, 1994

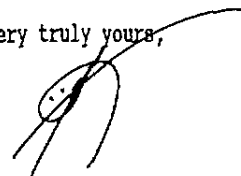
Florida Division of Corporations
AMENDMENTS & MERGERS SECTION
P. O. Box 6327
Tallahassee, FL 32314

RE: PHYSICIANS HEALTHCARE PLANS, INC.

Enclosed herewith are three duly executed originals of ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION for the captioned corporation. Also enclosed is a check in the amount of \$ 87.50 to cover the cost of the filing and one certified copy. Please stamp the third copy and return to me.

Thank you for your assistance, and should anything further be required, please feel free to contact me.

Very truly yours,



ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
PHYSICIANS HEALTHCARE PLANS, INC.

FILED
94 MAY -2 PM 2:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of §607.1003 of the Florida Business Corporation Act (1993), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is PHYSICIANS HEALTHCARE PLANS, INC. (the "Corporation").
2. The following amendment of the Articles of Incorporation was adopted by the majority shareholder, (the number of votes cast being sufficient for approval), and Sole Director of the Corporation on April 25, 1994, in the manner prescribed by the Florida Business Corporation Act:

RESOLVED, that Article III of the Articles of Incorporation of PHYSICIANS HEALTHCARE PLANS, INC., shall be amended to read as follows:

"ARTICLE III.

The capital stock which this Corporation is authorized to issue shall be 25,000,000 shares of common stock with a par value of \$0.01 per share."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
4. This Amendment made to the Articles of Incorporation was duly adopted by written consent by the Majority Shareholder and the Sole Director of the Corporation on April 25, 1994, pursuant to §607.0704 and §607.0821 of the Florida Business Corporation Act (1993).

**PHYSICIANS HEALTHCARE PLANS,
INC.,** a Florida corporation

BY: _____

MICHAEL B. FERNANDEZ,
President

**SPECIAL CORPORATE ACTION BY THE MAJORITY
SHAREHOLDER AND THE SOLE DIRECTOR OF
PHYSICIANS HEALTHCARE PLANS, INC.**

The undersigned being the Majority Shareholder and Sole Director of PHYSICIANS HEALTHCARE PLANS, INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, does hereby agree, consent to, adopt and order the corporate actions set forth below. The undersigned does hereby agree that the actions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as though adopted at a meeting of the Shareholders and Board of Directors of the Corporation duly called and held for the purpose of acting upon and to adopt such resolutions pursuant to §607.0704 and §607.0821 of the Florida Business Corporation Act (1993), as of the 25th day of April, 1994.

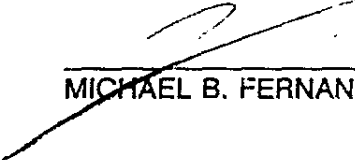
RESOLVED, that the Majority Shareholder and Sole Director of the Corporation hereby declares it advisable and in the best interest of the Corporation to amend **ARTICLE III** of the Articles of Incorporation to read as follows:

ARTICLE III: The capital stock which this Corporation is authorized to issue shall be 25,000,000 shares of Common Stock with a par value of \$0.01 per share."

RESOLVED, that the President of the Corporation is hereby authorized and directed to execute the Articles of Amendment to the Articles of Incorporation and to file same with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned being the Majority Shareholder and Sole Director of the Corporation has executed the foregoing Corporate Action for the purposes herein expressed this 25th day of April, 1994.

MAJORITY SHAREHOLDER & SOLE DIRECTOR:



MICHAEL B. FERNANDEZ