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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 DEC 31 PM 12:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Amended
+
Restated
with
N/C

CT CORPORATION

December 31, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5757573 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Physicians Healthcare Plans, Inc. (FL)
Amendment
Florida

Please return a certified copy along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PHYSICIANS HEALTHCARE PLANS, INC.

FILED
02 DEC 31 PM 4: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Effective as of December 31, 2002, these Amended and Restated Articles of Incorporation amend and restate in their entirety the Articles of Incorporation of Physicians Healthcare Plans, Inc., as originally filed on February 10, 1992, and as amended to date:

ARTICLE I

The name of the Corporation is AMERIGROUP FLORIDA, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is:

AMERIGROUP Florida, Inc.
Suite 900
4200 West Cypress Street
Tampa, Florida 33607

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value	Class of
<u>Authorized</u>	<u>Per Share</u>	<u>Stock</u>
1,000	\$1.00	Common

ARTICLE IV

Special meetings of the shareholders, for any purpose or purposes, may, unless otherwise prescribed by statute or by the articles of incorporation, be called by the board of directors or the president and shall be called by the president or secretary at the request in writing of a majority of the board of directors, or at the request in writing of shareholders owning not less than one-fifth in amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

ARTICLE V

The street address of the Corporation's registered office is:

1200 South Pine Island Road
Plantation, Florida 33324

and the name of the Corporation's registered agent at such office is CT Corporation System.

ARTICLE VI

The number of directors which shall constitute the whole board shall be not less than one nor greater than six. Within such limit, the number of directors shall be determined by

resolution of the board of directors or by the shareholders at the annual meeting or at any special meeting of the shareholders. Directors need not be shareholders.

ARTICLE VII

The name of the Incorporator is Stanley F. Baldwin and the address of the Incorporator is 4425 Corporation Lane, Virginia Beach, Virginia 23462.

ARTICLE VIII

To the fullest extent permitted by these Articles of Incorporation and applicable law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation (including its employee benefit plans), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action proceedings, had no reasonable cause to believe his conduct was unlawful.

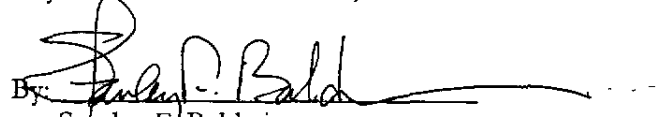
ARTICLE IX

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under Florida Statutes.

[SIGNATURES BEGIN ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned has executed this instrument as of the date first written above, and certifies that (i) the Board of Directors and the holders of Common Stock have each approved these Amended and Restated Articles of Incorporation, and in the case of the holders of Common Stock the number of votes cast was sufficient for approval and (ii) the information contained herein is true and correct.

Physicians Healthcare Plans, Inc.

By: 
Stanley F. Baldwin
Vice President and Secretary

ACCEPTANCE OF APPOINTMENT OR REGISTERED AGENT

The undersigned, having been named as the Registered Agent of AMERIGROUP Florida, Inc. (formerly Physicians Healthcare Plans, Inc.) hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes, Section 607.0505.

CT Corporation System

By *Constance Aggar*

Dated: December 31, 2002