ARTICLES OF INCORPORATION

CARE 1ST HEALTH PLAN ARIZONA, INC.

-1060580-2
ARTICLES OF INCORPORATION

OF

Care 1st Arizona, INC.

Health Plan

1. Name.

The name of the Corporation is Care 1st Arizona, INC.

Health Plan

2. Initial Business

The Corporation intends initially to conduct the business of managed care, and further, to engage in any lawful act or activity for which a corporation may be organized under the laws of the State of Arizona other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Arizona Revised Statutes.

3. Authorized Capital

This Corporation is authorized to issue one (1) class of common stock. The total number of shares which this Corporation is authorized to issue is one thousand (1,000) shares.

4. Known Place of Business

The name and address in the State of Arizona of this Corporation's known place of business is:

Health Plan

Care 1st Arizona, INC.

Esplanade Center

2415 E. Camelback Road, Suite 700

Phoenix, Arizona 85016

5. Statutory Agent

The name and address in the State of Arizona of the statutory agent of the Corporation is:

Rodney C. Armstead, M.D.

Care 1st Arizona, INC.

Health Plan

Esplanade Center

2415 E. Camelback Road, Suite 700

Phoenix, Arizona 85016
6. **Board of Directors**

The initial Board of Directors of the Corporation shall consist of two (2) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<table>
<thead>
<tr>
<th>John Edwards</th>
<th>Maureen Tyson</th>
</tr>
</thead>
<tbody>
<tr>
<td>Care 1st Health Plan</td>
<td>Care 1st Health Plan</td>
</tr>
<tr>
<td>1000 Fremont Avenue Bldg A-11, Unit 22</td>
<td>1000 Fremont Avenue Bldg A-11, Unit 22</td>
</tr>
<tr>
<td>Alhambra, California 91803</td>
<td>Alhambra, California 91803</td>
</tr>
</tbody>
</table>

7. **Incorporator**

The name and address of the incorporator is:

<table>
<thead>
<tr>
<th>Anna Tran</th>
</tr>
</thead>
<tbody>
<tr>
<td>Care 1st Health Plan</td>
</tr>
<tr>
<td>1000 Fremont Avenue Bldg A-11, Unit 22</td>
</tr>
<tr>
<td>Alhambra, California 91803</td>
</tr>
</tbody>
</table>

All the powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

8. **Indemnification of Directors, Officers, Employees and Agents**

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

9. **Limitation of Liability**

To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.
EXECUTED this 26th day of December, 2002, by the undersigned incorporator.

Signed: [Signature]

Anna Tran, Incorporator

Telephone: (626) 299-5265

Facsimile: (626) 381-0479

Acceptance of Appointment by Statutory Agent:

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 26th day of December, 2002.

Signed: [Signature]

Rodney C. Armstead, M.D.
Arizona Corporation Commission
Corporations Division

Professor Certificate of Disclosure
A.R.S. §10-202.D

Care First Arizona, Inc.

Exact Corporate Name

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares of 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, commodities, or a仿真 is in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?

2. Been convicted of a felony, the elements of which constituted a fraud, misappropriation, check fraud, conversion, or theft of trade secrets or property in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?

3. Been or are subject to an injunction, judgment, decree, or permanent order of any state or Federal court entered within the seven-year period immediately preceding the execution of this Certificate, where the relief sought, judgment, decree, or permanent order involved (a) the violation of a law or regulation provisions of the securities laws or the jurisdiction; or (b) the violation of the securities laws of the jurisdiction; or (c) the violation by the corporation or its subsidiary of the securities laws of the jurisdiction?

Yes [X]

B. If yes, attach the following information:

1. Full name, address and date of conviction
2. Full date of conviction
3. Date and location of conviction
4. Date of conviction
5. Date and location of conviction

C. Has any person serving as an officer, director, trustee, incorporator or person controlling the corporation served in any capacity in, was convicted of or is a仿真 in any state or Federal court of the insolvency of the corporation or the corporation or its subsidiary is or has been involved in bankruptcy, receivership or had its certificate revoked or administratively or judicially dissolved by any state or Federal jurisdiction?

Yes [X]

D. If your answer to the above question is "Yes", you must attach the following information for each corporation:

1. Name and address of the corporation
2. Full name, including all names assumed during the period covered by the certificate
3. Name(s) in which the corporation was incorporated
4. Date of incorporation
5. Date and address of the corporation

E. The fiscal year and quarter of the corporation is [2002]

Under penalty of perjury, I, the undersigned incorporator(s)/officer(s) declared that (we) have examined this Certificate, including any attachments, and to the best of my knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

By: [Signature]

Print Name: Anna Tran

Title: COO

Date: 12/26/02

Incorporating Corporations: All incorporators must sign the initial certificate of disclosure. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares, or 10% of any other proprietary, beneficial or membership interest in the corporation and the person was not included in this declaration, the corporation must file an Amended certificate signed by at least one duly authorized officer of the corporation.

Foreign Corporations: Must be signed by at least one duly authorized officer of the corporation.

CP: 0020 - Business Corporations
Rev: 2002

TOTAL P. 22
ARLENE SEAGRAVES  
CARE1ST HEALTH PLAN ARIZONA  
2355 E. CAMELBACK RD #300  
PHOENIX, AZ - 85016

AFFIDAVIT OF PUBLICATION

Reference #:  
Notice Type: AM - ARTS OF AMENDMENT TO ART OF INC  
Ad Description: CARE1ST HEALTH PLAN ARIZONA, INC

I, Wendy Cooper, am authorized by the publisher as agent to make this affidavit. Under oath, I state that the following is true and correct.

THE RECORD REPORTER is a newspaper of general circulation published Monday, Wednesday and Friday except legal holidays, in the County of Maricopa, State of Arizona. The copy hereto attached is a true copy of the advertisement as published on the following dates:

Subscribed and sworn to before me on the 12th day of September, 2005

[Signature]

Notary Public - State of Arizona  
MARICOPA COUNTY  
Expires: [Signature]

[Seal]

LEONA J. GIBSON  
MARICOPA COUNTY  
Expires: Jul 1, 2007

RR# 864000  
ARTICLES OF AMENDMENT  
OF  
CARE1ST HEALTH PLAN ARIZONA, INC.
1. The name of the corporation is: CARE1ST HEALTH PLAN ARIZONA, INC.
2. Attached hereto as Exhibit A is the text of each amendment adopted.
3. The amendment does not provide for an exchange, reclassification or cancellation of issued shares.
4. The amendment was adopted on the 23rd day of May, 2005.
5. The amendment was approved by the shareholders. There is (are) 1 voting group eligible to vote on the amendment. The designation of voting groups entitled to vote separately on the amendment, the number of votes in each, the number of votes represented at the meeting at which the amendment was adopted and the votes cast for and against the amendment were as follows:
   The voting group consisting of 1000 outstanding shares of common stock is entitled to 1000 votes. There were 1000 votes present at the meeting. The voting group cast 1000 votes for and 0 votes against approval of the amendment. The number of votes cast for approval of the amendment was sufficient for approval by the voting group.
   ARS Section 10-140 requires that changes to corporation(s) be executed by an officer of the corporation, whose title is to be changed.
   DATED as of this 25th day of May, 2005.
   CARE1ST HEALTH PLAN ARIZONA, INC.
   By: Rodney C. Armstead, MD CEO
   ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
Care1st Health Plan Arizona, Inc.
2. Initial Business
The Corporation intends initially to conduct the business of managed care, under the name of Care1st Health Plan Arizona and subsequently under the name OneCare by Care1st Health Plan of Arizona, and further, to engage in any lawful act or activity for which a corporation may be organized under the laws of the State of Arizona other than the banking business, the trust company business or the practice of a profession, permitted to be incorporated by the Arizona Revised Statutes.
EXECUTED this 23rd day of May, 2005, by the undersigned Chief Executive Officer.

/Rodney C. Armstead, MD CEO of Care1st Health Plan of Arizona, Inc.  
OneCare by Care1st Health Plan of Arizona, Inc.
RR-864000
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
Care1st Health Plan Arizona, Inc.

2. Initial Business

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EXECUTED this 28th day of May, 2005, by the undersigned Chief Executive Officer.

Signed:  
Rodney C. Armstrong, MD
MD CEO of Care1st Health Plan of Arizona, Inc. and One Care by Care1st Health Plan of Arizona, Inc.

602-778-1862