

State of California



A481594

SECRETARY OF STATE

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

SEP 20 1996



Bill Jones

Secretary of State

A481594

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CHIROPRACTIC CARE OF CALIFORNIA, INC.

ENDORSED
FILED
to the office of the Secretary of State
of the State of California

SEP 19 1996

Thomas F. Gallagher and Stephen J. Curry certify that:

Bill Jones
BILL JONES, Secretary of State

1. They are the Chairman, Board and the Secretary, respectively, of
Chiropractic Care of California, Inc., a California corporation.

2. Article 1 of the articles of incorporation is amended to read as follows:

The name of this corporation is Landmark Healthplan of California, Inc.

3. The amendment herein set forth has been duly approved by the Board of Directors of
the corporation.

4. No shares of the corporation have been issued.

We further declare under penalty of perjury under the laws of the State of California,
that the matters set forth in this certificate are true and correct of our own knowledge.

Thomas F. Gallagher

[Name]
Chairman, Board of Directors

[Title]

Stephen J. Curry

[Name]
Secretary

[Title]

Date: Thurs., 09/12, 1996

**ACTION BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF
CHIROPRACTIC CARE OF CALIFORNIA, INC.**

The undersigned, being all of the incumbent members of the Board of Directors of Chiropractic Care of California, Inc. (the "Corporation"), do hereby adopt the following Resolutions by unanimous written consent in accordance with the provisions of the California Corporations Code and the Bylaws of the Corporation, effective as of Thurs., 09/12, 1996.

RESOLVED, that the following amendment to the Corporation's Articles of Incorporation is hereby adopted and approved:

Article 1 is hereby amended to read in full as follows:

The name of the Corporation is Landmark Healthplan of California, Inc.

RESOLVED, FURTHER, that the officers of the Corporation are hereby authorized and directed to cause a certificate of amendment reflecting the foregoing amendment to be filed with the California Secretary of State, and to take such further action as they deem to be necessary or appropriate to implement the Corporation's change of name.

RESOLVED, FURTHER, that the appropriate amendment of the Corporation's Bylaws to reflect the new name of the Corporation is hereby approved.

This Written Consent may be executed in one or more counterparts, each of which shall constitute an original and all of which, together, shall constitute one instrument.





