

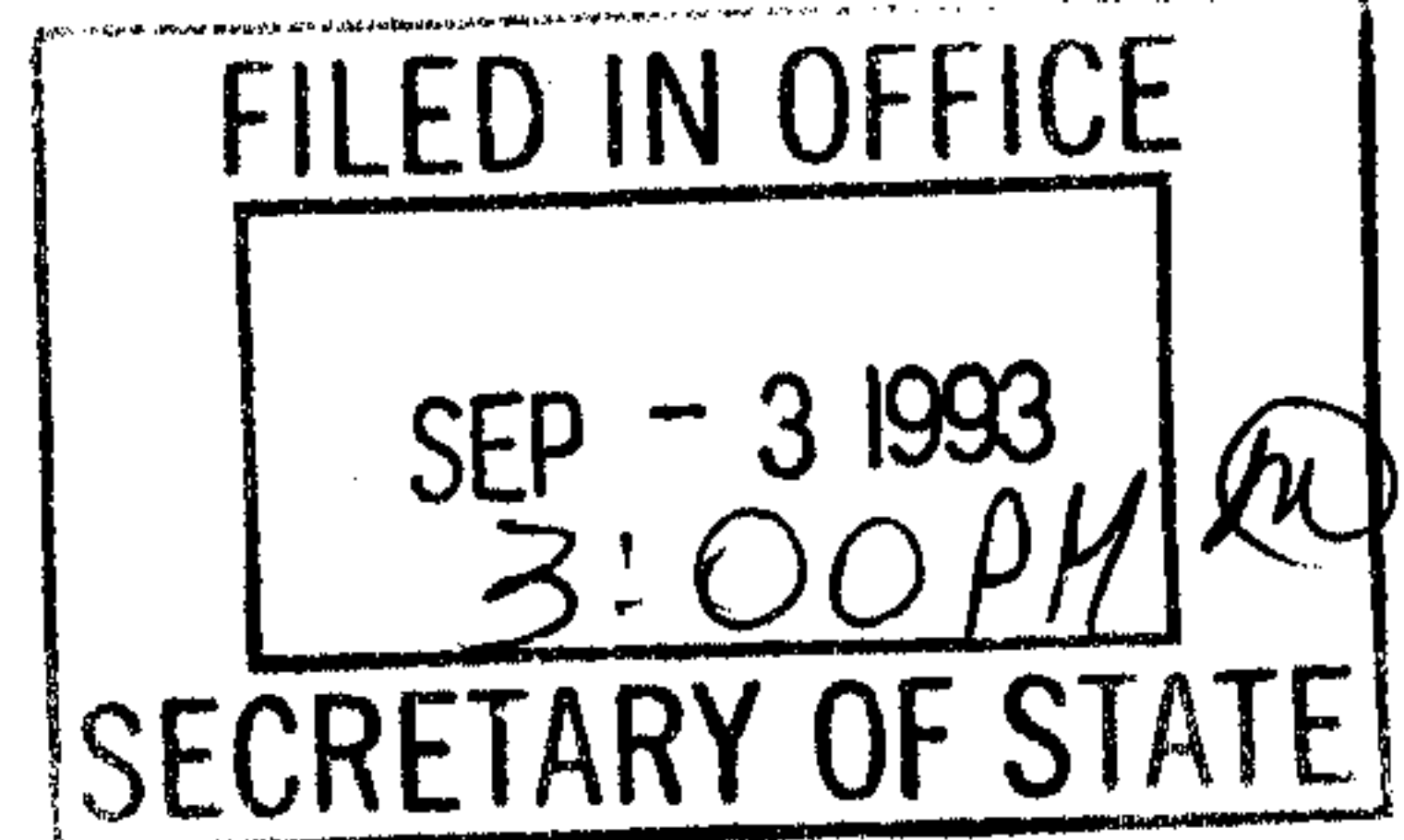
THIS DOCUMENT PREPARED BY:

William S. Wright

Balch & Bingham

Post Office Box 306

Birmingham, Alabama 35201



**ARTICLES OF CORRECTION
TO THE
ARTICLES OF MERGER
OF SOUTHEAST ACQUISITION, INC.
AND
SOUTHEAST HEALTH PLAN, INC.**

TO THE SECRETARY OF STATE OF ALABAMA,
THE JUDGE OF PROBATE OF JEFFERSON COUNTY, ALABAMA
AND THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA

Pursuant to Alabama Code § 10-2A-95, the Articles of Merger of Southeast Acquisition, Inc. and Southeast Health Plan, Inc. filed August 6, 1993, with the Secretary of State of Alabama, filed August 11, 1993 with the Judge of Probate of Shelby County, Alabama at Instrument number 1993/23697 and filed August 12, 1993 with the Judge of Probate of Jefferson County, Alabama at Book 9310 Page 7493 is hereby amended and corrected by substituting in Article Second thereof the number "447,386" for the number "454,086", and by substituting in Article Third thereof the number "447,386" for the number "100".

The foregoing amendment and correction is made to correct inadvertent errors in the above Articles of Merger.

**SOUTHEAST HEALTH PLAN, INC.,
survivor of the Merger of
SOUTHEAST ACQUISITION, INC. into
SOUTHEAST HEALTH PLAN, INC.**

By: _____

George B. Salem

Its: President

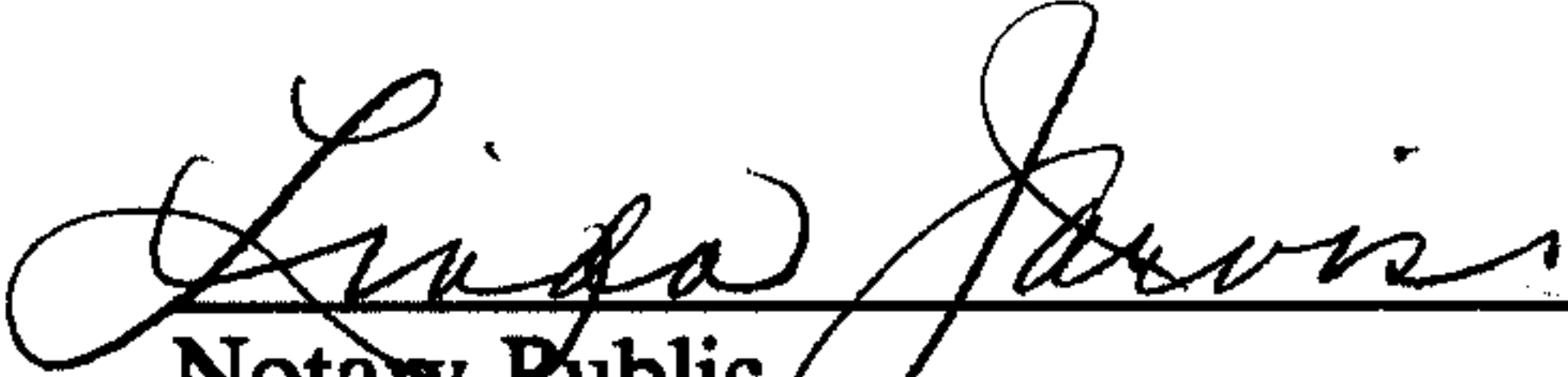
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09:29 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MCD 11.00

STATE OF ALABAMA)
 SHELBY COUNTY)

I, the undersigned Notary Public in and for said County in said State, do hereby certify that, on the date set forth below, personally appears before me, George B. Salem, who being by me first duly sworn, declared that he is the President of the above merged corporations, and he signed the above document as President of such merged corporations, and that the statements therein are true and correct.

This the 24th day of August, 1993.



Notary Public
My Commission Expires: MY COMMISSION EXPIRES DECEMBER 11, 1995

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