

**BEFORE THE INSURANCE DEPARTMENT
OF THE
COMMONWEALTH OF PENNSYLVANIA**

Statement Regarding the Acquisition of Control of or Merger with
Domestic Insurers:

Highmark Inc.; First Priority Life Insurance Company, Inc.;
Gateway Health Plan, Inc.; Highmark Casualty Insurance Company;
Highmark Senior Resources Inc.; HM Casualty Insurance Company;
HM Health Insurance Company, d/b/a Highmark Health Insurance Company;
HM Life Insurance Company; HMO of Northeastern Pennsylvania, Inc.,
d/b/a First Priority Health; Inter-County Health Plan, Inc.;
Inter-County Hospitalization Plan, Inc.; Keystone Health Plan West, Inc.;
United Concordia Companies, Inc.; United Concordia Dental Plans of Pennsylvania, Inc.;
United Concordia Life and Health Insurance Company

By UPE, a Pennsylvania nonprofit corporation

**RESPONSE TO PID INFORMATION REQUEST 5.1.1.1 FROM THE
PENNSYLVANIA INSURANCE DEPARTMENT**

REQUEST 5.1.1.1:

Articles of incorporation or other formation document, except for those entities for which such documents have been provided. Identify the entities for which such documents have been provided and where such documents are located in the Form A filing and accompanying material.

RESPONSE:

Attached are Articles of Incorporation for each of the following entities:

UPE
UPE Provider Sub
Highmark Inc.
First Priority Life Insurance Company, Inc.
Gateway Health Plan, Inc.
Highmark Casualty Insurance Company
Highmark Senior Resources Inc.
HM Casualty Insurance Company
HM Health Insurance Company, d/b/a Highmark Health Insurance Company

HM Life Insurance Company
HMO of Northeastern Pennsylvania, Inc., d/b/a First Priority Health
Inter-County Health Plan, Inc.
Inter-County Hospitalization Plan, Inc.
Keystone Health Plan West, Inc.
United Concordia Companies, Inc.
United Concordia Dental Plans of Pennsylvania, Inc.
United Concordia Life and Health Insurance Company

UPE
120 Fifth Avenue
Pittsburgh, PA 15222

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PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Incorporation – Nonprofit
(15 Pa.C.S.)

- Domestic Nonprofit Corporation (§ 5306)
 Nonprofit Cooperative Corporation (§ 7102B)

PENNCORP SERVICEGROUP, INC.
600 NORTH SECOND STREET
PO BOX 1210
HARRISBURG, PA 17108-1210

Commonwealth of Pennsylvania
ARTICLES OF INCORPORATION-NON-PROFIT 8 Page(s)



T1128367021

In compliance with the requirements of applicable provisions (relating to incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperative corporation, hereby states that:

1. **Corporate Name.** The name of the Corporation is UPE.
2. **Registered Office.** The address of the Corporation's initial registered office is Fifth Avenue Place, 120 Fifth Avenue, Pittsburgh, Pennsylvania 15222, Allegheny County.
3. **Organization.** The Corporation is incorporated under the provisions of the Nonprofit Corporation Law of 1988.
4. **Purpose.** The Corporation is organized for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and to promote, support, and further the scientific, educational and charitable purposes and interests of West Penn Allegheny Health System, Inc., Canonsburg General Hospital, and Alle-Kiski Medical Center, organizations exempt from taxation under Section 501(c)(3) of the Code, and classified as other than private foundations under Section 509(a)(1) or 509(a)(2) of the Code and affiliated exempt entities, the purposes of which are consistent with those of the Corporation. In this capacity, the Corporation is further organized:
 - (a) To establish, maintain, sponsor, and promote activities relating to the improvement of human health and the provision of care to the sick, injured or disabled;
 - (b) To establish, maintain, sponsor and promote education and research programs relating to the promotion of health and the provision of care to the sick, injured or disabled;
 - (c) To coordinate, sponsor, promote and advance programs and activities designed and carried on to improve the physical, psychological, and emotional health and welfare of persons living in and around the territory which it serves;
 - (d) To evaluate, develop and implement long-range health care objectives, strategies, plans and alternative health care delivery systems, in furtherance of the purposes of the Corporation and the purposes of those nonprofit health care organizations which the Corporation was organized to support;
 - (e) To develop, organize, promote and conduct fund raising activities to further the charitable purposes and interests of the Corporation, as well as those of the nonprofit health care organizations

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which the Corporation was organized to support;

(f) to carry out such other acts and to undertake such other activities as may be necessary, appropriate, or desirable in furtherance of or in connection with the conduct, promotion or attainment of the forgoing purposes, provided, that none of such activities shall be undertaken which would cause the Corporation to lose its status as an organization described in Section 501(c)(3) of the Code, or as an organization contributions to which are deductible under Section 170(c)(2) of the Code; and

(g) To otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code.

5. **Pecuniary Gain or Profit.** The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

6. **Non-Stock Basis.** The Corporation is to be organized on a non-stock basis.

7. **Members.** The Corporation is to have no members.

8. **Incorporator.** The name and post office address of the incorporator is Carol A. Soltes, Reed Smith LLP, 225 Fifth Avenue, Pittsburgh, PA 15222-2716.

9. **Management.** The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors of the Corporation. The number, term of office, method of selection and manner of removal of the Board of Directors shall be as set forth in the Bylaws of the Corporation. The Board of Directors shall satisfy the requirements applicable to a supporting organization operated in connection with organizations described in Section 509(a)(1) or 509(a)(2) of the Code within the meaning of Section 509(a)(3) of the Code and applicable regulations.

10. **Exempt Organization.** Notwithstanding any other provision of these Articles, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code (hereinafter referred to in these Articles as an "exempt organization"), or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be devoted to carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

11. **Earnings.** Notwithstanding any other provision of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent that such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article 4 hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

12. Foundation Status. In the event that the Corporation fails to qualify as an organization described in Section 509(a)(1), (2) or (3) of the Code, then, notwithstanding any other provision of these Articles, the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); from retaining any excess business holdings (as defined in Section 4943(c) of the Code); from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and from making any taxable expenditures (as defined in Section 4945(d) of the Code), to the extent any action therewith would subject the Corporation to tax under one or more of the cited sections of the Code. To the extent required, the Corporation shall make qualifying distributions at such time and in such manner as do not subject the Corporation to tax under Section 4942 of the Code.

13. Dissolution. In the event that the Corporation shall be dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Corporation, may transfer or dispose of the Corporation's property and assets to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Directors, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any Corporation assets upon dissolution or sale of the assets of the Corporation.

14. Personal Liability of Directors.

(a) **Elimination of Liability.** To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director.

(b) **Applicability.** The provisions of this Article shall be deemed to be a contract with each director of the Corporation who serves as such at any time while this Article is in effect and each such director shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any bylaw or provision of these Articles which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

15. Indemnification.

(a) **Right to Indemnification - General.** 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 (whether brought by or in the name of the Corporation or otherwise), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by applicable law in connection with such action, suit or proceeding arising out of such person's service to the Corporation or to such other corporation, partnership, joint venture, trust or other enterprise at the Corporation's request. The term "representative," as used in this Article, shall mean any director, officer or employee, including any employee who is a medical doctor,

lawyer or other licensed professional, or any committee created by or pursuant to the Bylaws, and any other person who may be determined by the Board of Directors to be a representative entitled to the benefits of this Article 15.

(b) Right to Indemnification - Third Party Actions. Without limiting the generality of Section (a) 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 or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(c) Right to Indemnification - Derivative Actions. Without limiting the generality of Section (a), 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 by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation; except, however, that indemnification shall not be made under this Section (c) in respect of any claim, issue or matter as to which such person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the county in which the registered office of the Corporation is located or the court in which such action, suit or proceeding was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Common Pleas or such other court shall deem proper.

(d) Advance of Expenses. Unless in a particular case advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, expenses (including attorneys' fees) incurred by any representative of the Corporation in defending any action, suit or proceeding referred to in this Article 15 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article 15 or otherwise.

(e) Procedure for Effecting Indemnification. Unless ordered by a court, any indemnification under Section (a), Section (b) or Section (c) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such subsections. Such determination shall be made:

(i) By the Board of Directors by a majority of a quorum consisting of directors who were not parties to such action, suit or proceeding; or

(ii) If such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

(f) **Indemnification not Exclusive.** The indemnification and advancement of expenses provided by or granted pursuant to this Article 15 shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any other provision of the Bylaws, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.

(g) **When Indemnification Not Made.** Indemnification pursuant to this Article 15 shall not be made in any case where (i) the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness or (ii) indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Corporation.

(h) **Grounds for Indemnification.** Indemnification pursuant to this Article 15, under any other provision of the Bylaws, agreement, vote of directors or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power to indemnify the person under any provision of law except as otherwise provided in this Article 15 and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation. The provisions of this Article 15 shall be applicable to all actions, suits or proceedings within the scope of Section (a), Section (b) or Section (c), whether commenced before or after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

(i) **Power to Purchase Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 15.

(j) **Creation of a Fund to Secure or Insure Indemnification.** The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secured or insure in any manner its indemnification obligations, whether arising under or pursuant to this Article 15 or otherwise.

(k) **Status of Rights of Indemnities.** The rights to indemnification and advancement of expenses provided by or granted pursuant to this Article 15 shall (i) be deemed to create contractual rights in favor of each person who serves as a representative of the Corporation at any time while this Article is in effect (and each such person shall be deemed to be so serving in reliance on the provisions of this Article), and (ii) continue as to a person who has ceased to be a representative of the Corporation.

(l) **Applicability to Predecessor Companies.** For purposes of this Article 15, references to the "Corporation" includes all constituent corporations or other entities which shall have become a part of the Corporation by consolidation or merger or other similar transaction and their respective current and former affiliates, and references to "representatives" shall include members of any such corporation,

entity or affiliate, so that any person who was a member, director, officer, employee, agent or other representative of such a corporation, entity or affiliate or served as a member, director, officer, employee, agent or other representative of another corporation, partnership, joint venture, trust or other enterprise at the request of any such corporation, entity or affiliate shall stand in the same position under the provisions of this Article 15 with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity. Without limitation of the foregoing, each member, director, officer and employee of each predecessor to the Corporation shall have the same contract rights as are afforded to directors, officers and employees of the Corporation pursuant to Section (a).

16. Code. References in these Articles to a section of the Code shall be construed to refer both to such section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended, and to the corresponding provisions of any future federal tax code and the regulations thereunder.

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this 19th day of October, 2011.



Carol A. Soltes, Incorporator

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ARTICLES OF CONSOLIDATION

Filed in the Department of
State on DEC 06 1996

TO: Department of State
Commonwealth of Pennsylvania

Janette K...
Secretary of the Commonwealth

OH

Pursuant to Subchapter A of Chapter 59 of the Nonprofit Corporation Law of 1988, as amended (the "NCL"), Veritus Inc. (d/b/a Blue Cross of Western Pennsylvania), a Pennsylvania nonprofit corporation, and Medical Service Association of Pennsylvania (d/b/a Pennsylvania Blue Shield), a Pennsylvania nonprofit corporation, do hereby execute these Articles of Consolidation:

ARTICLE I

1. A Plan of Consolidation (the "Plan") with respect to the consolidation of Veritus Inc. (d/b/a Blue Cross of Western Pennsylvania), a Pennsylvania nonprofit corporation, and Medical Service Association of Pennsylvania (d/b/a Pennsylvania Blue Shield), a Pennsylvania nonprofit corporation, has been adopted and approved as described in Article VI hereof.

ARTICLE II

2. The name of the new corporation is Highmark Inc.

ARTICLE III

3. The address of the new corporation's registered office in Pennsylvania is:

1800 Center Street
Camp Hill, PA 17011

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STATE

ARTICLE IV

4. The name and address of the registered office of the domestic corporations that are a party to the consolidation are:

Veritus Inc.
(d/b/a Blue Cross of Western Pennsylvania)
Fifth Avenue Place
Pittsburgh, Pennsylvania 15222

Medical Service Association of Pennsylvania
(d/b/a Pennsylvania Blue Shield)
1800 Center Street
East Pennsboro Township
Camp Hill, Pennsylvania 17011

ARTICLE V

5. The Plan shall be effective upon the filing of these Articles of Consolidation with the Department of State for the Commonwealth of Pennsylvania.

ARTICLE VI

6. The Plan was approved by the Board of Directors of Veritus Inc. (d/b/a Blue Cross of Western Pennsylvania), all of the individuals of which Board also constitute all of the Members of Veritus, at meetings duly held on October 21, 1995 and November 7, 1995.

7. The Plan was approved by the Board of Directors of Medical Service Association of Pennsylvania (d/b/a Pennsylvania Blue Shield), at a meeting duly held on November 1, 1995.

8. The Plan was approved by the Members of Medical Service Association of Pennsylvania (d/b/a Pennsylvania Blue Shield), at a meeting duly held on November 28, 1995.

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ARTICLE VII

9. Pursuant to Section 5901 of the NCL, the Articles of Incorporation of the new corporation are attached hereto as Exhibit A. The full text of the Plan shall be on file at the principal places of business of the new corporation:

1800 Center Street
Camp Hill, PA 17011

and

Fifth Avenue Place
120 Fifth Avenue
Pittsburgh, PA 15222

IN WITNESS WHEREOF, the undersigned have executed these Articles of Consolidation this 6th day of December, 1996.

VERITUS INC.

By: William M. Lowry
William M. Lowry, President
and Chief Executive Officer

MEDICAL SERVICE ASSOCIATION
OF PENNSYLVANIA

By: Samuel D. Ross, Jr.
Samuel D. Ross, Jr., President
and Chief Executive Officer

EXHIBIT A
TO
ARTICLES OF CONSOLIDATION

2727253

ARTICLES OF INCORPORATION
of
HIGHMARK INC.

ARTICLE I

1. The name of the Corporation is Highmark Inc.

ARTICLE II

2. The address of the Corporation's registered office in Pennsylvania
is:

1800 Center Street
Camp Hill, PA 17011

ARTICLE III

3. The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, for the following purposes:

(a) To establish, maintain and operate one or more nonprofit hospital plans, professional health service plans, health maintenance organizations, preferred provider organizations or other health care or employee benefits services, plans or organizations and to provide subscribers and customers of such services, plans or organizations with hospitalization, medical, health care and other benefits and services;

(b) To enter into agreements with subscribers to said plans and to enter into group and other contracts in accordance with the aforementioned purposes;

(c) To make and enter into contracts with duly licensed hospitals, extended care facilities, nursing homes, convalescent homes, other organizations and facilities and individuals to provide such benefits and services or otherwise facilitate these purposes;

(d) To act as a contracting agency, organization or carrier under Sections 1816 and 1842, or successor provisions, of Title XVIII of the Federal Social Security Act, with the power to perform all the services which may be required of a contracting agency, organization or carrier thereunder; to perform services similar or relating to those which may be required of a contracting agency, organization or carrier thereunder in connection with any federal, state or local governmental health care program; and to perform services similar or related to those which may be required of such an agency, organization or carrier in connection with or associated with nongovernmental organizations, individuals, groups and agencies in the health care field;

(e) To engage in, and to do any lawful act concerning, any or all lawful activities for which corporations may be incorporated under the Nonprofit Corporation Law of 1988, as amended, or any subsequent law; and

(f) To do everything and anything necessary, suitable, proper, convenient or incidental to the aforesaid purposes, or which may be done by a nonprofit corporation organized for such purposes under the laws of Pennsylvania.

ARTICLE IV

4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members or other individuals.

ARTICLE V

5. The Corporation is organized upon a non-stock basis and shall have members as provided in its bylaws.

ARTICLE VI

6. The Corporation shall exist in perpetuity.

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PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

Articles of Amendment-Domestic Corporation (15 Pa.C.S.)

Entity Number

2763384

X Business Corporation (§ 1915) Nonprofit Corporation (§ 5915)

Name Anne M. Madonia

Address Cozen O'Connor, 1900 Market Street

City Philadelphia State PA Zip Code 19103

Document will be returned to the name and address you enter to the left.

Fee: \$52

Filed in the Department of State on APR 29 2005

Perth C. Contes

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is: First Priority Life Insurance Company, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street 19 N. Main Street City Wilkes Barre State PA Zip 18711 County Luzerne

(b) Name of Commercial Registered Office Provider c/o N/A County

3. The statute by or under which it was incorporated: Pennsylvania Business Corporation Law of 1988, as amended

4. The date of its incorporation: July 15, 1997

5. Check, and if appropriate complete, one of the following:

X The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____ Date Hour

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DSCB:15-1915/5915-2

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

29th day of April,
2005

First Priority Life Insurance Company, Inc.

Name of Corporation

By: [Signature]
Signature

President and CEO
Title

EXHIBIT A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FIRST PRIORITY LIFE INSURANCE COMPANY, INC.**

The Amended and Restated Articles of Incorporation of First Priority Life Insurance Company, Inc. (the "Corporation") are as follows:

1. **Name:** First Priority Life Insurance Company, Inc.
2. **Address:** The address of the Corporation's registered office in the Commonwealth of Pennsylvania is 19 N. Main Street, Wilkes Barre, Pennsylvania 18711 and the county of venue is Luzerne County.
3. **Statute:** The Corporation is incorporated under the provisions of the Business Corporation Law of 1988, as amended ("BCL"), and shall have the power to engage in and do all lawful acts concerning any or all lawful business for which corporations may be incorporated under the BCL.
4. **Existence:** The term of existence of the Corporation is perpetual.
5. **Shares:** The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of Common Stock, without par value.
6. **Cumulative Voting:** The shareholders shall not have the right to cumulate their shares in voting for the election of directors.

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Gateway Health
Plan, Inc

Commonwealth of Pennsylvania



July 13, 1988

To All to Whom These Presents Shall Come: Greeting:

IN RE: "PHP-HMO, INC."

I, **James J. Haggerty**, *Secretary of the Commonwealth of the*

Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a

true and correct photocopy of Articles and Certificate of Incorporation

which appear of record in this Department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of the Secretary's Office to be affixed, the day and year above written.

James J. Haggerty

Secretary of the Commonwealth
kv.

ARTICLES OF INCORPORATION
(PREPARE IN TRIPlicate)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE - CORPORATION BUREAU
308 NORTH OFFICE BUILDING, HARRISBURG, PA 17120

PLEASE INDICATE (CHECK ONE) TYPE CORPORATION:

- DOMESTIC BUSINESS CORPORATION
- DOMESTIC BUSINESS CORPORATION
A CLOSE CORPORATION - COMPLETE BACK
- DOMESTIC PROFESSIONAL CORPORATION
ENTER BOARD LICENSE NO.

FEE
\$75.00

010 NAME OF CORPORATION (MUST CONTAIN A CORPORATE INDICATOR UNLESS EXEMPT UNDER 15 P.S. 2908 B)

PHP-HMO, Inc.

011 ADDRESS OF REGISTERED OFFICE IN PENNSYLVANIA (P.O. BOX NUMBER NOT ACCEPTABLE)

700 Commonwealth Building Allegheny Pittsburgh, Pa.

15222 (02)

012 CITY

013 COUNTY

014 STATE

USA ZIP CODE

050 EXPLAIN THE PURPOSE OR PURPOSES OF THE CORPORATION

The Corporation shall have general business purposes and shall have authority to engage in and do any act necessary or incidental to the conduct of any business for which corporations may be organized under the provisions of the Pennsylvania Business Corporation Law, including, but not limited to, operating as a health maintenance organization.

(ATTACH 8X x 11 SHEET IF NECESSARY)

The Aggregate Number Shares, Classes of Shares and Par Value of Shares Which the Corporation Shall have Authority to Issue:

040 Number and Class of Shares 10,000 shares, common	041 Stated Par Value Per Share If Any \$1.00	042 Total Authorized Capital \$10,000.00	043 Term of Existence Perpetual
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The Name and Address of Each Incorporator, and the Number and Class of Shares Subscribed to by each Incorporator

060 Name	061, 062 063, 064 Address (Street, City, State, Zip Code)	Number & Class of Shares
Michael A. Cassidy	700 Commonwealth Building Pittsburgh, Pa. 15222	One share common

(ATTACH 8X x 11 SHEET IF NECESSARY)

IN TESTIMONY WHEREOF, THE INCORPORATOR (S) HAS (HAVE) SIGNED AND SEALED THE ARTICLES OF INCORPORATION THIS 12th DAY OF July, 1985.

Michael A. Cassidy
Michael A. Cassidy, Incorporator.

- FOR OFFICE USE ONLY -

030 FILED JUL 15 1985	002 CODE	003 REV BOX	SEQUENTIAL NO.	100 MICROFILM NUMBER	
	REVIEWED BY	004 SIC	AMOUNT	82501523	
	DATE APPROVED		\$	001 CORPORATION NUMBER 878377	
	DATE REJECTED	CERTIFY TO	INPUT BY	LOG IN	LOG IN (REFILE)
MAILED BY	DATE	<input type="checkbox"/> REV. <input type="checkbox"/> L & I <input type="checkbox"/> OTHER	gh 7-17		
			VERIFIED BY	LOG OUT	LOG OUT (REFILE)
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Secretary of the Commonwealth
Department of State
Commonwealth of Pennsylvania

P. O. Nely Co., 427 Fourth Ave., Pgh., PA 15219

85501524

Commonwealth of Pennsylvania
Department of State



CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth
To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Laws of the Commonwealth, the Secretary of the Commonwealth is authorized and required to issue a "Certificate of Incorporation" evidencing the incorporation of an entity.

Whereas, The stipulations and conditions of the Law have been fully complied with by

PHP-HMO, INC.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen hereinbefore specified.

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth,
at the City of Harrisburg, this 15th day
of July in the year of our
Lord one thousand nine hundred and eighty-five
and of the Commonwealth the two hundred tenth



William R. Davis

Secretary of the Commonwealth

0878247

KABALA & GEESEMAN
ATTN: MICHAEL CASSIDY
316 FOURTH AVE
700 COMMONWEALTH BLDG
PITTSBURGH, PA 15222

REGISTRY STATEMENT

313 (2-72)

The Commonwealth of Pennsylvania
Department of State
Registration Bureau
Harrisburg, Pennsylvania

July 12 19 85

In compliance with the requirements of the Business Corporation Law, approved May 5, 1933, Section 364, as amended, the following information concerning the Corporation hereinafter named is hereby certified for registration:

Name of Corporation: PHP-HMO, Inc.

Address to which Corporation desires correspondence to be directed by Department of Revenue and other Commonwealth agencies:

700 Commonwealth Building Allegheny, Pittsburgh, Pa. 15222
(NUMBER AND STREET) (POST OFFICE) (COUNTY) (STATE)

Date of incorporation: n/a

Act of Assembly or authority under which incorporated:

Pennsylvania Business Corporation Law
(GIVE FULL CITATION OF STATUTE OR STATUTES)

Kind or kinds of business the Corporation intends to engage in this Commonwealth within one year from execution of this registry statement:

Health maintenance organization or similar health care plans

Company's fiscal year ends: (See Note Below) December 31

Business Activity Code

8	0	9	9
---	---	---	---

Name and residence address of its Treasurer:

Daniel H. Gregory 10069 Grubbs Road, Wexford, Pa. 15090
(NAME) (NUMBER AND STREET) (POST OFFICE) (STATE)

Text of purposes as stated in its Articles:

n/a

(ATTACH RIDER IF REQUIRED)

Michael A. Cassidy

(Incorporator)

Michael A. Cassidy

(SEAL OF CORP.)

(President or Vice President)

(Name and Title of Secretary)

ARTICLES OF INCORPORATION
COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE - CORPORATION BUREAU
308 NORTH OFFICE BUILDING, HARRISBURG, PA 17120

010 NAME OF CORPORATION (MUST CONTAIN A CORPORATE INDICATOR
UNLESS EXEMPT UNDER 15 P.S. 2908 B)

PHP-HMO, INC.

011 ADDRESS OF REGISTERED OFFICE IN PENNSYLVANIA (P. O. BOX
NUMBER NOT APPLICABLE)

700 Commonwealth Bldg. Allegheny Pittsburgh, PA 15222 (02)
012 CITY 033-COUNTY 013 STATE 064 ZIP CODE

050 EXPLAIN THE PURPOSE OR PURPOSES OF THE CORPORATION

The Corporation shall have general business purposes and shall have authority to engage in and do any act necessary or incidental to the conduct of any business for which corporations may be organized under the provisions of the Pennsylvania Business Corporation Law, including, but not limited to, operating as a health maintenance organization.

(ATTACH 8-1/2 X 11 SHEET IF NECESSARY)

The aggregate Number Shares, Classes of Shares and Par Value of Shares Which the Corporation Shall have Authority to Issue:

040 Number and Class of Shares	041 Stated Par Value Per Share if Any	042 Total Authorized Capital	031 Term of Existence
10,000 shares, common	\$1.00	\$10,000.00	Perpetual

The Name and Address of Each Incorporator, and the Number and Class of Shares Subscribed to by each Incorporator

060 Name	061,062 Address (Street, City, State, Zip Code)	Number & Class of Shares
Michael A. Cassidy	700 Commonwealth Bldg. Pittsburgh, PA 15222	One share, common

(ATTACH 8-1/2 X 11 SHEET IF NECESSARY)

The Commonwealth of Pennsylvania
Department of State
Corporation Bureau
Harrisburg, Pennsylvania

July 12 19 85

In compliance with the requirements of the Business Corporation Law, approved May 5, 1933, P.L. 364, as amended, the following information concerning the Corporation hereinafter named is hereby certified for registration:

1. Name of Corporation: PHP-HMO, Inc.

2. Address to which Corporation desires correspondence to be directed by Department of Revenue and other Commonwealth agencies:

700 Commonwealth Building Allegheny, Pittsburgh, Pa. 15222
(NUMBER AND STREET) (POST OFFICE) (COUNTY) (STATE)

3. Date of incorporation: n/a

4. Act of Assembly or authority under which incorporated:

Pennsylvania Business Corporation Law
(GIVE FULL CITATION OF STATUTE OR STATUTES)

5. Kind or kinds of business the Corporation intends to engage in this Commonwealth within one year from execution of this registry statement:
Health maintenance organization or similar health care plans

6. Company's fiscal year ends: (See Note Below) December 31

7. Business Activity Code

8	0	9	9
---	---	---	---

8. Name and residence address of its Treasurer:

Daniel H. Gregory 10069 Grubbs Road, Wexford, Pa. 15090
(NAME) (NUMBER AND STREET) (POST OFFICE) (STATE)

9. Text of purposes as stated in its Articles:

n/a

(ATTACH RIDER IF REQUIRED)

Michael A. Cassidy
(Incorporator)
Michael A. Cassidy

(SEAL OF CORP.)

(President or Vice President)

(Secretary or Treasurer)

In the case of a proposed business corporation, this Registry Statement shall be executed by an incorporator thereof, otherwise it shall be executed under the seal of the corporation by two duly authorized officers thereof. It shall be submitted in triplicate except that only one statement need include a copy of the stated purposes of a foreign corporation.

NOTE: All Pennsylvania Corporate Tax Reports must be filed with the Commonwealth of Pennsylvania on the same basis as used by the corporation in filing income Tax Reports with the United States Government.

80501524

Commonwealth of Pennsylvania

Department of State



CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth
To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Laws of the Commonwealth, the Secretary of the Commonwealth is authorized and required to issue a "Certificate of Incorporation" evidencing the incorporation of an entity.

Whereas, The stipulations and conditions of the Law have been fully complied with by
PHP-HMO, INC.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen hereinbefore specified.

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 15th day of July in the year of our Lord one thousand nine hundred and eighty-five and of the Commonwealth the two hundred tenth

William R. Davis

Secretary of the Commonwealth



0878247

KABALA & GEESEMAN
ATTN: MICHAEL CASSIDY
316 FOURTH AVE
700 COMMONWEALTH BLDG
PITTSBURGH, PA 15222

86201725

878247

Commonwealth of Pennsylvania



Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, by and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

PHS-880, INC.
name changed to:
PHYSICIANS HEALTH PLAN OF WESTERN PENNSYLVANIA, INC.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 21st day of March in the year of our Lord one thousand nine hundred and eighty six and of the Commonwealth the two hundred and tenth.

Secretary of the Commonwealth

cas

Applicant's Account No. _____

DCSB: BCL-806 (Rev. 8-72)

Filing Fee: \$40
AB-2

Articles of
Amendment-
Domestic Business Corporation

86201723

878247
COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this MAR 21 1986 day of _____, A.D. 19

Commonwealth of Pennsylvania
Department of State

Robert J. ...

Secretary of the Commonwealth

In compliance with the requirements of section 806 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1806), the undersigned corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

PHP-BMO, INC.

2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

700 Commonwealth Building, 316 Fourth Avenue (STREET)

Pittsburgh, Allegheny County, Pennsylvania 15222 (CITY) (ZIP CODE)

3. The statute by or under which it was incorporated is:

Business Corporation Law, Act of May 5, 1933 (P.L. 364), as amended

4. The date of its incorporation is: July 15, 1985

5. (Check, and if appropriate, complete one of the following):

The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The _____ day of _____, 19_____.

Place: _____

Kind and period of notice: _____

The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.

6. At the time of the action of shareholders:

(a) The total number of shares outstanding was:

1

(b) The number of shares entitled to vote was:

1

86201724

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was: 1

(b) The number of shares voted against the amendment was: -0-

8. The amendment adopted by the shareholders, set forth in full, is as follows:

RESOLVED, that the name of the Corporation be, and the same hereby is, changed from PHP-H&D, INC. to PHYSICIANS HEALTH PLAN OF WESTERN PENNSYLVANIA, INC.; and

RESOLVED FURTHER, that the registered address of the Corporation be, and the same hereby is, changed from 700 Commonwealth Building, Pittsburgh, Allegheny County, Pennsylvania 15222, to The Waterfront, 200 First Avenue, Pittsburgh, Allegheny County, Pennsylvania 15222; and

RESOLVED STILL FURTHER, that the proper officers of the Corporation be, and the same hereby are, authorized and directed to execute Articles of Amendment changing the name and address of the Corporation, and to file such Articles of Amendment with the Commonwealth of Pennsylvania on the Corporation's behalf.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 17th day of February, 1986.

Attest: Richard E. Deitrick
(SIGNATURE)

PHP-H&D, INC. (NAME OF CORPORATION)
By: Daniel H. Brooks
(SIGNATURE)

Richard E. Deitrick, M.D., Secretary
(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

Daniel H. Brooks, M.D., President
(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. Where action is taken by partial written consent pursuant to the Articles, the second alternate of Paragraph 5 should be modified accordingly.
- D. If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).
- E. If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth in Paragraphs 7(a) and 7(b).
- F. DCL 9807 (15 P. S. §1807) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

RECEIVED
DEPT. OF STATE
MAR 17 1986

Applicant's Account No. _____

Filed this _____

_____, 19__

DSCB BCL-806 (Rev 8-72)

Commonwealth of Pennsylvania
Department of State

Filing Fee: \$40

Articles of
Amendment—
Domestic Business Corporation

**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU**

Secretary of the Commonwealth

In compliance with the requirements of section 806 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1806), the undersigned corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

PHP-HMO, INC.

2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

700 Commonwealth Building, 316 Fourth Avenue

(NUMBER)

(STREET)

Pittsburgh, Allegheny County,

Pennsylvania

15222

(CITY)

(ZIP CODE)

3. The statute by or under which it was incorporated is:

Business Corporation Law, Act of May 5, 1933 (P.L. 364), as amended

4. The date of its incorporation is: July 15, 1985

5. (Check, and if appropriate, complete one of the following):

The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The _____ day of _____, 19_____.

Place: _____

Kind and period of notice _____

The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.

6. At the time of the action of shareholders:

(a) The total number of shares outstanding was:

1

(b) The number of shares entitled to vote was:

1

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was:

1

(b) The number of shares voted against the amendment was:

-0-

8. The amendment adopted by the shareholders, set forth in full, is as follows:

RESOLVED, that the name of the Corporation be, and the same hereby is, changed from PHP-HMO, INC. to PHYSICIANS HEALTH PLAN OF WESTERN PENNSYLVANIA, INC.; and

RESOLVED FURTHER, that the registered address of the Corporation be, and the same hereby is, changed from 700 Commonwealth Building, Pittsburgh, Allegheny County, Pennsylvania 15222, to The Waterfront, 200 First Avenue, Pittsburgh, Allegheny County, Pennsylvania 15222; and

RESOLVED STILL FURTHER, that the proper officers of the Corporation be, and the same hereby are, authorized and directed to execute Articles of Amendment changing the name and address of the Corporation, and to file such Articles of Amendment with the Commonwealth of Pennsylvania on the Corporation's behalf.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 17th day of February, 1986.

Attest:

[Handwritten Signature]

(SIGNATURE)

PHP-HMO, INC.

(NAME OF CORPORATION)

By: *[Handwritten Signature]*

(SIGNATURE)

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. Where action is taken by partial written consent pursuant to the Articles, the second alternate of Paragraph 5 should be modified accordingly.
- D. If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).
- E. If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth in Paragraphs 7(a) and 7(b).
- F. BCL §807 (15 P. S. §1807) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

APP. CAN. S. ACC. NO.

DSCE BC. - 307 (Rev. 8-72)

Filing Fee \$40
AD 2

Statement of
Change of Registered
Office—Domestic
Business Corporation

86592136

(Line for numbering)

878247

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this OCT 3 1986 day of 19

Commonwealth of Pennsylvania
Department of State

Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 307 of the Business Corporation Law, act of May 5, 1933 (P. L. 364 (15 P. S. §1307)) the undersigned corporation, desiring to effect a change in registered office, does hereby certify that:

1. The name of the corporation is
PHYSICIANS HEALTH PLAN OF WESTERN PENNSYLVANIA, INC.

2. The address of its present registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

The Waterfront, 200 First Avenue

(NUMBER)

(STREET)

Pittsburgh, Allegheny County,

Pennsylvania

15222

(CITY)

(ZIP CODE)

3. The address to which the registered office in this Commonwealth is to be changed is:

5700 Corporate Drive, Suite 300, P. O. Box 101769

(NUMBER)

(STREET)

Pittsburgh, Allegheny County,

Pennsylvania

15237

(CITY)

(ZIP CODE)

4. Such change was authorized by resolution duly adopted by at least a majority of the members of the board of directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this statement to be signed by a duly authorized officer, and its corporate seal, duly attested by another such officer, to be hereto affixed this

23rd day of September, 1986

**PHYSICIANS HEALTH PLAN OF WESTERN
PENNSYLVANIA, INC.**

By

Arnold N. [Signature]
(SIGNATURE)

President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest

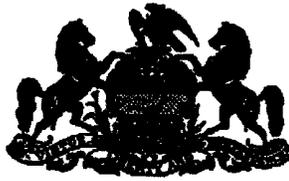
(SIGNATURE)

Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

Commonwealth of Pennsylvania



Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

PHYSICIANS HEALTH PLAN OF WESTERN PENNSYLVANIA, INC.
name changed to
PARTNERS HEALTH PLAN OF WESTERN PENNSYLVANIA, INC.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 7th day of June in the year of our Lord one thousand nine hundred and eighty-nine and of the Commonwealth the two hundred thirteenth.

James J. Hoyt
Secretary of the Commonwealth

DSCB: BCL-806 (Rev. 8-72)

Filing Fee: \$40.
AB-2

Articles of
Amendment—
Domestic Business Corporation

8944 874

(Line for numbering)
878247-006

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this JUN 7 day of 1989, 19

Commonwealth of Pennsylvania
Department of State

Jan J. Boyd
Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 806 of the Business Corporation Law, act of May 5, 1933 (P.L. 364. S. §1806), the undersigned corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

Physicians Health Plan of Western Pennsylvania, Inc.

2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

5700 Corporate Drive, Suite 300, P.O. Box 101769

(NUMBER)

(STREET)

Pittsburgh
(CITY)

Pennsylvania

15237

(ZIP CODE)

3. The statute by or under which it was incorporated is:

Business Corporation Law, approved May 5, 1933, P.L. 364

4. The date of its incorporation is: July 15, 1985

5. (Check, and if appropriate, complete one of the following):

The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The _____ day of _____, 19____

Place: _____

Kind and period of notice _____

The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.

6. At the time of the action of shareholders:

(a) The total number of shares outstanding was:

10,000

(b) The number of shares entitled to vote was:

1

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was:

Unanimous

(b) The number of shares voted against the amendment was:

8. The amendment adopted by the shareholders, set forth in full, is as follows:

RESOLVED, that the sole shareholder hereby approves the Amendment to the Articles of Incorporation, in which the name of the corporation is changed to

"PARTNERS Health Plan of Western Pennsylvania, Inc."

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 15th day of November, 19 88

Attest:
Patrice Maloney-Knauff
(SIGNATURE)

Physicians Health Plan of Western Pennsylvania
(NAME OF CORPORATION) Inc.

By: William W. Blunt, Jr.
(SIGNATURE)

Patrice Maloney-Knauff
(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)
(CORPORATE SEAL)

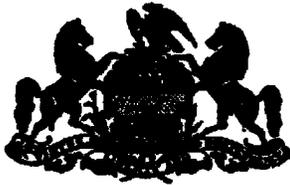
William W. Blunt, Jr.
(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

INSTRUCTIONS FOR COMPLETION OF FORM

- A. Any necessary copies of Form DSCB: 17.2 (Consent to Appropriation of Name) or Form DSCB: 17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. Where action is taken by partial written consent pursuant to the Articles, the second alternate of Paragraph 5 should be modified accordingly.
- D. If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).
- E. If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth in Paragraphs 7(a) and 7(b).
- F. BCL §807 (15 P. S. §1807) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

JUN 27 1988

Commonwealth of Pennsylvania



July 3, 1989

To All to Whom These Presents Shall Come: Greeting:

I DO HEREBY CERTIFY, That from an examination of the indices and corporate records of this department, it appears that on July 15, 1985, a Certificate of Incorporation was issued to a Pennsylvania corporation entitled

'PHP-HMO, Inc.' now

"PARTNERS HEALTH PLAN OF WESTERN PENNSYLVANIA, INC."

I DO FURTHER CERTIFY, That no proceedings in dissolution adversely affecting the corporate existence of the foregoing have subsequently been filed.

WHEREFORE, it appears that this corporation remains a presently subsisting corporation as of the date hereof.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Great Seal of the Commonwealth to be affixed, the day and year above written.

A handwritten signature in cursive script, reading "James J. Blaylock", written over a horizontal line.

Secretary of the Commonwealth

COMMONWEALTH OF PENNSYLVANIA



February 27, 1991
Department of State

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

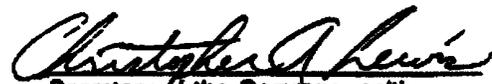
IN RE: 'Partners Health Plan of Western Pennsylvania,
Inc.' now

"AETNA HEALTH PLANS OF WESTERN PENNSYLVANIA, INC."

I, Christopher A. Lewis, Secretary of the Commonwealth of the
Commonwealth of Pennsylvania do hereby certify that the foregoing and
annexed is a true and correct photocopy of *Articles of Amendment*

which appear of record in this department.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office
to be affixed, the day and year
above written.


Secretary of the Commonwealth (mc)

Microfilm Number 9110 39

Filed with the Department of State on FEB 20 1991

City Number 878347

Christopher A. Lewis
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 89)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: PARTNERS Health Plan of Western Pennsylvania, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

<u>(a) 5700 Corporate Drive, Suite 300, P.O. Box 101769, Pittsburgh, PA 15237</u>	<u>Allegheny</u>
Number and Street	County
	City
	State
	Zip

(b) c/o: _____
Name of Commercial Registered Office Provider _____
County _____

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Business Act of 1933

4. The original date of its incorporation is: July 15, 1985

5. (Check, and if appropriate complete, one of the following):
 The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
 The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):
 The amendment was adopted by the shareholders pursuant to 15 Pa.C.S. § 1914(a) and (b).
 The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):
 The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation as set forth in full in Exhibit A, attached hereto and made a part hereof.

EXHIBIT A

PARTNERS HEALTH PLAN OF WESTERN PENNSYLVANIA, INC.

RESOLVED, that the Articles of Incorporation are hereby amended by repealing Article I and substituting therefor the following:

ARTICLE I

The name of the corporation is Aetna Health Plans of Western Pennsylvania, Inc.

Microfilm Number _____

MAY 30 1996

Filed with the Department of State on _____

Entity Number 878247

[Signature]
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
(2002-10-15 Rev 02)

In compliance with the requirements of 16 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Aetna Health Plans of Western Pennsylvania, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 5700 Corporate Dr., Suite 300, P.O. Box 101769, Pittsburgh, PA 15237
Number and Street City State Zip County Allegheny

(b) or: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (a) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Business Act of 1933

4. The date of its incorporation is: July 15, 1988

5. (Check, and if appropriate complete, one of the following):
 The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
____ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):
____ The amendment was adopted by the shareholders (or members) pursuant to 16 Pa.C.S. § 1914(a) and (b).
 The amendment was adopted by the board of directors pursuant to 16 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):
____ The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

MAY 30 1996

JUN -6 96

PA Dept. of State

PA Dept. of State

DCCB15-1015 (Rev 90)-2

8. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 28th day of April, 1996.

Aetna Health Plans of Western Pennsylvania, Inc.
(Name of Corporation)
BY: [Signature]
(Signature)
TITLE: Chief Executive Officer

EXHIBIT A

AETNA HEALTH PLANS OF WESTERN PENNSYLVANIA, INC.

The Articles of Incorporation shall be amended by repealing Article I and substituting therefor the following:

ARTICLE I

The name of the corporation is Coventry Health Plans of Western Pennsylvania, Inc.

440164.01

845916

CONSENT TO USE OF SIMILAR NAME

DDCR:17.3 (Rev. 87)

Pursuant to 19 Pa. Code § 17.3 (relating to use of a confusingly similar name) the undersigned association, desiring to consent to the use by another association of a name which is confusingly similar to its name, hereby certifies that:

1. The name of the association executing this Consent to Use of Similar Name is: Coventry Health Plan of Pennsylvania, Inc.

2. The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue in this Department is hereby authorized to correct the following information to conform to the records of the Department:

(a) 5 Gateway Center Pittsburgh Pennsylvania 15222 Allegheny
Number and Street City State Zip County

(b) of: Richard Horn Allegheny
Name of Commercial Registered Office Provider County

For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for various and official publication purposes.

3. The date of its incorporation or other organization is: 4/23/1985

4. The statute under which it was incorporated or otherwise organized is: Business Act of 1933

5. The association(s) entitled to the benefit of this Consent to Use of Similar Name is (are): Coventry Health Plans of Western Pennsylvania, Inc.

6. A check in this box indicates that the association executing this Consent to Use of Similar Name is the parent or prime affiliate of a group of associations using the same name with geographic or other designations, and that such association is authorized to and does hereby act on behalf of all such affiliated associations, including the following (see 19 Pa. Code § 17.3(d)(8)):

IN TESTIMONY WHEREOF, the undersigned association has caused this consent to be signed by a duly authorized officer thereof this 28th day of May, 1986.

Coventry Health Plan of Pennsylvania, Inc.
(Name of Association)

BY: Shirley R. Hault
(Signature)

TITLE: Secretary

9815-186

FEB 23 1998

Microfilm Number _____
Filed with the Department of State on _____

Entity Number _____

874247

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION
DSCB:15-1915 (Rev 89)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is:

Coventry Health Plans of Western Pennsylvania, Inc.

2. The address of this corporation's current registered office in this Commonwealth (the Department is hereby authorized to correct the following address to conform to the records of the Department):

5700 Corporate Drive, Suite 300
Pittsburgh, PA 15237
Allegheny County

3. The statute by or under which it was incorporated is: Business Corporation Law, approved May 5, 1933, P.L. 364

4. The original date of its incorporation is: July 15, 1985

5. The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

6. The amendment was adopted by the shareholders pursuant to 15 Pa.C.S. §1914(a).

7. The amendment adopted by the Corporation, set forth in full, is as follows:

1. The name of the corporation is Gateway Health Plan, Inc.

2. The address of the registered office of the Corporation in Pennsylvania is 200 North Third Street, Suite 400, Harrisburg, Dauphin County, Pennsylvania 17101.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 18th day of February, 1998.

COVENTRY HEALTH PLANS OF
WESTERN PENNSYLVANIA, INC.

BY: _____

David O'Brien, President

FEB 23 98

PCALB-0265296-01-LINEZ
February 19, 1998

UPE-0003065

9815-185

2170328

CONSENT TO USE OF SIMILAR NAME

DSCB:17.3 (Rev 90)

Pursuant to 19 Pa. Code § 17.3 (relating to use of a confusingly similar name) the undersigned association, desiring to consent to the use by another association of a name which is confusingly similar to its name, hereby certifies that:

1. The name of the association executing this Consent to Use of Similar Name is: _____

Gateway Health Plan, L.P.

2. The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>Two Chatham Center, Suite 500</u>	<u>Pittsburgh</u>	<u>PA</u>	<u>15219</u>	<u>Allegheny</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
 Name of Commercial Registered Office Provider _____ County _____

For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for venue and official publication purposes.

3. The date of its incorporation or other organization is: November 23, 1992

4. The statute under which it was incorporated or otherwise organized is: 59 Pa.C.S.A. Section 501 et seq.

5. The association(s) entitled to the benefit of this Consent to Use of Similar Name is/are: _____

Coventry Health Plans of Western Pennsylvania, Inc.

6. A check in this box: indicates that the association executing this Consent to Use of Similar Name is the parent or prime affiliate of a group of associations using the same name with geographic or other designations, and that such association is authorized to and does hereby act on behalf of all such affiliated associations, including the following (see 19 Pa. Code § 17.3(c)(6)): _____

IN TESTIMONY WHEREOF, the undersigned association has caused this consent to be signed by a duly authorized officer thereof this 17th day of February, 19 98.

GATEWAY HEALTH PLAN, L.P.

(Name of Association)

BY: _____

David O'Brien

(Signature)

TITLE: President

COVENTRY HEALTH PLANS OF WESTERN PENNSYLVANIA, INC.

**Written Consent of Sole
Shareholder to Action Taken Without a Meeting**

The undersigned, being the sole shareholder of Coventry Health Plans of Western Pennsylvania, Inc., a Pennsylvania corporation (the "Corporation"), does hereby adopt the following resolution by written consent pursuant to Section 1766 of the Business Corporation Law of 1988 with the same force and effect as though such resolution had been adopted at a duly convened special meeting of the shareholders held on the date hereof and does hereby waive all notice requirements in connection with said special meeting:

RESOLVED, that the Articles of Incorporation of the Corporation shall be amended as follows:

1. The name of the Corporation is Gateway Health Plan, Inc.
2. The address of the registered office of the Corporation is 200 North Third Street, Suite 400, Harrisburg, Dauphin County, Pennsylvania 17101.

WITNESS the due execution hereof as of the 17th day of February, 1998.

COVENTRY HEALTH PLAN OF
PENNSYLVANIA, INC.

By: David M. O'Brien
David O'Brien, President

The undersigned certifies that the above
Consent has been duly filed with the minutes of
the Corporation.

Mark Z. Hale
Mark Hale, Secretary

Document Divider

Commonwealth of Pennsylvania

653874



Department of State

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

WHEREAS, In and by an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising and consolidating the law; providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies, Lloyds Associations, reciprocal and inter-insurance exchanges, and fire insurance rating bureaus, and the regulation and supervision of insurance carried by such companies, associations, and exchanges, including insurance carried by the State Workmen's Insurance Fund; providing penalties; and repealing existing laws" approved the seventeenth day of May Anno Domini, one thousand nine hundred and twenty-one, the Governor of this Commonwealth is authorized and required to issue his L E T T E R S P A T E N T to all associations formed under the provisions of said Act, in the manner and at the time therein specified.

AND WHEREAS, The stipulations, conditions and things directed to be performed in said Act of the General Assembly have been fully complied with by

CONSUMER SERVICE CASUALTY INSURANCE COMPANY

THEREFORE, KNOW YE, That under authority of the Constitution and laws of said Commonwealth in such case made and provided, I DO BY THESE PRESENTS, which I have caused to be made PATENT, and sealed with the Great Seal of the Commonwealth, create the association aforesaid a body corporate with power to use and enjoy all the powers and privileges conferred by the said Act, aforesaid, and by the said name the said association shall have perpetual succession and all the privileges and franchises incident to a corporation. And the said association so incorporated, their successors and assigns, are generally to be invested with all the rights, powers and privileges, with full force and effect, and be subject to all the duties, requisites and restrictions specified and enjoined in and by the said Act of the General Assembly and all other laws of this Commonwealth.

GIVEN under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 22nd day of June in the year of our Lord one thousand nine hundred and seventy-seven and of the Commonwealth the two hundred and first.



BY THE GOVERNOR:

William J. Shapp

Barton A. Fields
Deputy Secretary of the Commonwealth

85811933

AMENDMENT OF ARTICLES OF AGREEMENT

653874

The undersigned, Consumer Service Casualty Insurance Company, through its President and Secretary, pursuant to and in compliance with the provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania entitled "An Act relating to insurance; amending, revising and consolidating the law; providing for the incorporation of insurance companies and the regulation, supervision and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, P.L. 682, and supplements thereto, does hereby certify as follows:

1. The name of the Company is Consumer Service Casualty Insurance Company.
2. The location of its registered office is 301 Fifth Avenue Building, Pittsburgh, Pennsylvania, 15230.
3. The Company was formed under and pursuant to the provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania entitled "An Act relating to insurance; amending, revising and consolidating the law; providing for the incorporation of insurance companies and the regulation, supervision and protection of home and foreign insurance companies," etc., approved the 17th day of May, 1921, P.L. 682.

4. Its date of incorporation is June 22, 1977.

5. A Special Meeting of the Stockholders was held at the office of the Company in Pittsburgh, Pennsylvania at o'clock 12:30 p.m. on September 12, 1985, at which an amendment to the Company's Articles of Agreement was adopted pursuant to Section 322 of the Act of May 17, 1921, P.L. 682.

6. Each Stockholder of the Company waived in writing all notices required to be given under the laws of the Commonwealth of Pennsylvania and under the By-Laws of the Company with respect to the holding of the aforesaid Special Meeting of Stockholders.

7. At the time of the adoption of the Amendment of the Company's Articles of Agreement, as aforesaid, the total number of shares of Capital Stock outstanding was 30,000, and the total number of shares entitled to vote upon such matter was 30,000.

8. At the Special Meeting of Stockholders, 29,996 shares of Capital Stock were voted in favor of the aforesaid Amendment and no shares were voted against it.

9. The Amendment of the Articles of Agreement approved by the Stockholders, set forth in full, is as follows:

85811935

RESOLVED, that Paragraph 2nd of the Articles of Agreement of Consumer Service Casualty Insurance Company is amended by adding thereto the class of insurance set out in Clause (c) Paragraph (2) of Section 202 of the Act of May 17, 1921, P.L. 682, and, as amended, to read as follows:

"2nd. The classes of insurance for which the Company is constituted are Clause (e) and Clause (c) Paragraph (2) as provided for in Section 202 of the above-recited Act, viz: For making insurances

To insure against expenses and costs of lawyers' services, all other legal services and the expenses and costs of legal proceedings; and

To insure against injury, disablement, or death resulting from traveling or general accident, and against disablement resulting from sickness, and every insurance appertaining thereto, including a funeral benefit to an amount not exceeding one hundred dollars."

IN TESTIMONY WHEREOF, Consumer Service Casualty Insurance Company has caused this Certificate to be signed by the President and its corporate seal, duly attested by its Secretary, to be hereunto affixed this 12th day of September, 1985.

CONSUMER SERVICE CASUALTY
INSURANCE COMPANY

Attest:



Secretary

By 

President

85811936

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF ALLEGHENY)

On this 12th day of September, 1985, before me, the undersigned officer, personally appeared Eugene J. Barone, who acknowledged himself to be President of Consumer Service Casualty Insurance Company and that he as such President, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of Consumer Service Casualty Insurance Company by himself as President.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

My Commission Expires:

OLIVE M. REILING, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES JUNE 16, 1987
Member, Pennsylvania Association of Notaries

85811937

COMMONWEALTH OF PENNSYLVANIA

INSURANCE DEPARTMENT

Harrisburg, Pennsylvania

November 5, 1985

TO THE OFFICE OF THE SECRETARY
OF THE COMMONWEALTH:

In accordance with the provisions and requirements of Section 322 of the Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising and consolidating the law; providing for the incorporation of insurance companies and the regulation, supervision and protection of home and foreign insurance companies," etc., approved the seventeenth day of May, 1921, P.L. 682, and the amendments and supplements thereto, I am submitting herewith an Amendment to Charter of Consumer Service Casualty Insurance Company, Pittsburgh, Pennsylvania.

The Insurance Department herewith finds that the Amendment to Charter complies with all procedural and material requirements of this Department.



(Acting) Insurance Commissioner

UPE-0003073

85811938

AMENDMENT TO CHARTER OF
CONSUMER SERVICE CASUALTY INSURANCE COMPANY

DEPARTMENT OF STATE

SECRETARY'S OFFICE

PENNSYLVANIA, SS.

WITNESS My Hand and Seal of Office, at Harrisburg, this

7th day of November, 1985.


ACTING Secretary of the Commonwealth

UPE-0003074

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

9

RECEIVED
JAN 17 1994
S. MALARA

TRANS-GENERAL CASUALTY INSURANCE COMPANY, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU CALL 717-787-1057.

ENTITIES ACTING AS PROFESSIONAL FUNDRAISING CONSULTANTS OR PROFESSIONAL SOLICITORS ON BEHALF OF CHARITIES SOLICITING CONTRIBUTIONS WITHIN THE COMMONWEALTH OF PENNSYLVANIA MUST REGISTER WITH THE DEPARTMENT OF STATE, BUREAU OF CHARITABLE ORGANIZATIONS, ROOM 308, NORTH OFFICE BUILDING, HARRISBURG, PENNSYLVANIA 17120-0029 (717)/783-1720).

ENTITY NUMBER: 0653874

MICROFILM NUMBER: 09382

0630-0632

SARA M MALARA, PARALEGAL
PENN-WESTERN AGENCY INC
5TH AVE PLACE 120 5TH AVE STE 1714
PITTSBURGH, PA 15222

UPE-0003075

9302-631

DEC 22 1993

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 653874

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Consumer Service Casualty Insurance Company, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>Fifth Avenue Place</u>	<u>Pittsburgh,</u>	<u>Pennsylvania</u>	<u>15222</u>	<u>Allegheny</u>
Number and Street	City	State	Zip	County

(b) c/o _____	County _____
Name of Commercial Registered Office Provider	

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: The Insurance Company Law of 1921.

4. The date of its incorporation is: June 22, 1977

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

"1st. The name by which the company shall be known is
Trans-General Casualty Insurance Company, Inc."

The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

93 DEC 22 AM 11:58

PA DEPT. OF STATE



9302-630
COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT
STRAWBERRY SQUARE
HARRISBURG, PA 17120

December 17, 1993

RECEIVED
DEC 21 1993

Sara M. Malara
Paralegal
Conserv
Foster Plaza VIII
730 Holiday Drive
Pittsburgh, PA 15220

RE: TRANS-GENERAL CASUALTY INSURANCE COMPANY, INC.

Dear Ms. Malara:

The following information is being provided in response to your letter of December 15, 1993.

Please be advised that the phrasing for the name of the above-referenced agency has been reviewed and was found to be acceptable to the Pennsylvania Insurance Department. You will need to present a copy of this letter to the Department of State, Corporation Bureau. In processing the corporation name change of Consumer Service Casualty Insurance Company, Inc. to Trans-General Casualty Insurance Company, Inc. the Department of State will verify that the intended corporate name is not being used by an existing entity or that the name does not too closely resemble that of an existing entity.

I trust that the information provided is responsive to your request. Feel free to contact me if I can be of further assistance.

Very truly yours,

Cressinda E. Bybee, Insurance Company
Licensing Specialist
Company Licensing Division

CEB/lmb

93 DEC 22 AM 11:58
PA DEPT. OF STATE

UPE-0003077

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

268

TRANS-GENERAL CASUALTY INSURANCE COMPANY, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0653874

MICROFILM NUMBER: 09626

1799-1801

PAUL A ROBB
TRANS GENERAL CASUALTY INSURANCE COMPANY
730 HOLIDAY DR
PITTSBURGH, PA 15220-2748

UPE-0003078

9626-1799

DSCB: 15-1915 (Rev. 90)
P. O. NALY COMPANY, PGH., PA 15219

Microfilm Number _____

Entity Number 653874

Filed with the Department of State on APR 11 1996

Joette Kank
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Trans-General Casualty Insurance Company, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Fifth Avenue Place Pittsburgh, Pennsylvania 15222 Allegheny
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

or a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: The Insurance Company Law of 1921.

4. The date of its incorporation is: June 22, 1977

5. (Check, and if appropriate complete, one of the following):

- The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
- The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

- The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).
- The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

APR 11 96

PA Dept. of State

EXHIBIT A

RESOLVED, that Paragraph 2nd of the Articles of Agreement of Consumer Service Casualty Insurance Company* is amended by adding thereto the class of insurance set out in Clause (c) Paragraph (14) of Section 202 of the Act of May 17, 1921, P.L. 682 as amended, to read as follows:

"(14) To insure against loss or damage resulting from accident to, or injury, fatal or non-fatal, suffered by an employee for which the person insured is liable and to insure against medical, hospital, surgical and funeral expenses incurred by or on behalf of the employee accidentally injured, including the person insured."

* Subsequent to the adoption of the above-recited Resolution, the name of the Corporation was changed to Trans-General Casualty Insurance Company, Inc. by Amendment of the Articles of Agreement dated December 15, 1993, approved by the Pennsylvania Insurance Department on December 17, 1993 and filed with the Department of State on December 22, 1993. The above-recited Resolution was filed with the Pennsylvania Insurance Department on December 9, 1993 but not approved until September 21, 1995.

9903-946

JAN 13 1999

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 653874

Kim Fitzgerald
Secretary of the Commonwealth

SK

ACTING

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB: 15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Trans-General Casualty Insurance Company, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name or its commercial re-registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 120 Fifth Avenue	Pittsburgh	PA	15222-3099	Allegheny
Number and Street	City	State	Zip	County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The statute by or under which it was incorporated is: The Insurance Company Law of 1921

4. The date of its incorporation is: June 22, 1977

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: April 1, 1999 at 12:00 a.m.
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c)

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

"1st. The name by which the company shall be known is Highmark Casualty Insurance Company."

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

JAN 13 99

PA Dept. of State

9903- 947

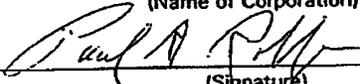
DSCB: 15-1915 (Rev 90)-2

(Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 6th day of January 19 99.

Trans-General Casualty Insurance Company, Inc.
(Name of Corporation)

BY: 

(Signature)

TITLE: Secretary

DSCB: 15-1915 (Rev 90)-3

UPE-0003082

Document Divider

2005030-1765

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Entity Number

3282038

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name

Linda D. Weibley, Legal Assistant

Address

Buchanan Ingersoll PC, 213 Market Street, 3rd Floor

City

Harrisburg

State

PA

Zip Code

17101

Document will be returned to the name and address you enter to the left.

←

Fee: \$70

Filed in the Department of State on MAR 16 2005
Pechu C. Cortes
Secretary of the Commonwealth
PC

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Highmark Senior Resources Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
120 Fifth Avenue Place	Pittsburgh	PA	15222	Allegheny

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

3. The statute by or under which it was incorporated: Pennsylvania Business Corporation Law

4. The date of its incorporation: February 8, 2005

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

PA DEPT OF STATE

2005 MAR 16 PM 3:19

UPE-0003083

2005030-1766

DSCB:15-1915/5915-2

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

14th day of March,

2005.

Highmark Senior Resources Inc.

Name of Corporation

Neil M. O'Brien

Signature

PRESIDENT

Title

UPE-0003084

2005030-1767

EXHIBIT "A"

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HIGHMARK SENIOR RESOURCES INC.**

FIRST: The name of the Corporation is Highmark Senior Resources Inc.

SECOND: The address of the Corporation's initial registered office in the Commonwealth of Pennsylvania is 120 Fifth Avenue Place, Pittsburgh, Allegheny County, Pennsylvania, 15222.

THIRD: The purpose of the Corporation is to operate as a life insurance company with the authority, as set forth in 40 P.S. § 382(a)(1) and (a)(2), to issue life insurance; accident and health insurance, including the ability to establish and operate, among other things, preferred provider organizations, prescription drug plans and other health care benefit plans; stop loss for self-funded health plans; disability insurance; and any other similarly related type of insurance permitted by law; and to engage in any and all other activities for which insurance corporations may be incorporated under the Pennsylvania Business Corporation Law of 1988, as amended, and the Pennsylvania Insurance Company Law of 1921, as amended.

FOURTH: The Corporation is incorporated under the provisions of the Business Corporation Law of 1988 (15 Pa. C.S. § § 1101 et seq.).

FIFTH: The authorized capital stock of the corporation shall consist of 50,000 shares of Common Stock with a par value of \$100.00 per share with the power to vote as provided herein. The voting powers of the shareholders shall be vested exclusively in the holders of the Common Stock. Every holder of Common Stock shall be entitled to one vote for each share of Common Stock standing in his or her name on the books of the Corporation.

SIXTH: The name and address of the incorporator is Linda D. Weibley, 213 Market Street, 3rd Floor, Harrisburg, Pennsylvania, 17101.

SEVENTH: A director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take action unless as set forth in 15 Pa.C.S. § § 1711-1718 the director has breached or failed to perform the duties of his or her office referenced thereunder and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit (i) the responsibility or liability of a director pursuant to any criminal statute, or (ii) the liability of a director for the payment of taxes pursuant to local, state or federal law. Any repeal, modification or adoption of any provision inconsistent with this Article Sixth shall be prospective only, and neither the repeal or modification of this Article nor the adoption of any

~~2005030-1768~~

provision inconsistent with this Article shall adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification or the adoption of such inconsistent provision.

EIGHTH: The shareholders of the Corporation shall not be entitled to cumulate their votes for the election of directors of the Corporation.

Microfilm No. _____

Filed with the Department of State on _____

Entity No. _____

Secretary of the Commonwealth

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

ARTICLES OF INCORPORATION
OF
HIGHMARK SENIOR RESOURCES INC.

The undersigned, intending to form a corporation under the Pennsylvania Business Corporation Law of 1988 (15 Pa. C.S. § § 1101 et seq.), as amended, hereby certifies as follows:

FIRST: The name of the Corporation is **Highmark Senior Resources Inc.**

SECOND: The address of the Corporation's initial registered office in the Commonwealth of Pennsylvania is 120 Fifth Avenue Place, Pittsburgh, Allegheny County, Pennsylvania, 15222.

THIRD: The purpose of the Corporation is to operate as a life insurance company with the authority, as set forth in 40 P.S. § 382(a)(1) and (a)(2), to issue life insurance; accident and health insurance, including the ability to establish and operate, among other things, preferred provider organizations, prescription drug plans and other health care benefit plans; stop loss for self-funded health plans; disability insurance; and any other similarly related type of insurance permitted by law; and to engage in any and all other activities for which insurance corporations may be incorporated under the Pennsylvania Business Corporation Law of 1988, as amended, and the Pennsylvania Insurance Company Law of 1921, as amended.

FOURTH: The Corporation is incorporated under the provisions of the Business Corporation Law of 1988 (15 Pa. C.S. § § 1101 et seq.).

FIFTH: The authorized capital stock of the corporation shall consist of one class of stock as follows:

Common Stock - 1,000 shares of Common Stock with a par value of \$1.00 per share with the power to vote as provided herein.

The voting powers of the shareholders shall be vested exclusively in the holders of the Common Stock. Every holder of Common Stock shall be entitled to one vote for each share of Common Stock standing in his or her name on the books of the Corporation.

Doc#: 320161

PA. DEPT. OF STATE

2005 FEB - 8 PM 3: 29

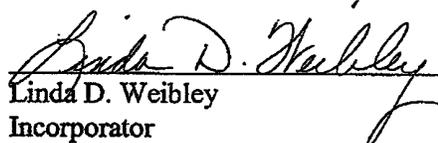
UPE-0003087

SIXTH: The name and address of the incorporator is Linda D. Weibley, 213 Market Street, 3rd Floor, Harrisburg, Pennsylvania, 17101.

SEVENTH: A director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take action unless as set forth in 15 Pa.C.S. § § 1711-1718 the director has breached or failed to perform the duties of his or her office referenced thereunder and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit (i) the responsibility or liability of a director pursuant to any criminal statute, or (ii) the liability of a director for the payment of taxes pursuant to local, state or federal law. Any repeal, modification or adoption of any provision inconsistent with this Article Sixth shall be prospective only, and neither the repeal or modification of this Article nor the adoption of any provision inconsistent with this Article shall adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification or the adoption of such inconsistent provision.

EIGHTH: The shareholders of the Corporation shall not be entitled to cumulate their votes for the election of directors of the Corporation.

EXECUTED this 8th day of February, 2005.


Linda D. Weibley
Incorporator



COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT
Office of Corporate and Financial Regulation
1345 Strawberry Square
Harrisburg, PA 17120
www.insurance.state.pa.us

Telephone (717) 783-2660
Fax (717) 787-8557

February 4, 2005

Sara M. Malara, Paralegal
Highmark Life Insurance Company of NY
420 Fifth Avenue
New York, New York 10018

Also Via Fax: (412) 544-4028

RE: Name Approval
Highmark Senior Resources, Inc.

Dear Sir or Madam:

The following information is being provided in response to your request received on February 4, 2005.

Please be advised that the phrasing of the above-referenced name has been reviewed and found to be acceptable to the Pennsylvania Insurance Department.

You will need to present a copy of this letter to the Pennsylvania Department of State, Corporation Bureau. In processing the registration of the name, the Department of State will verify that the new name is not being used by an existing entity or that the name does not too closely resemble that of an existing entity.

I trust that the information provided is responsive to your request. Please feel free to contact me at (717) 783-2660 should you have any questions.

Sincerely,


Stephanie A. Ohmacht
Insurance Company Licensing Specialist
Company Licensing Division

One (1) copy required

BUREAU USE ONLY:	
Dept. of State Entity #	_____
Dept. of Rev. Box #	_____
Filing Period _____	Date 3 4 5 _____
SIC/NAICS _____	Report Code _____

Check proper box:

Pennsylvania Entities

<input type="checkbox"/>	business stock
<input type="checkbox"/>	business non-stock
<input type="checkbox"/>	professional
<input type="checkbox"/>	nonprofit stock
<input type="checkbox"/>	nonprofit non-stock
<input type="checkbox"/>	statutory close
<input type="checkbox"/>	management
<input type="checkbox"/>	cooperative
<input checked="" type="checkbox"/>	insurance
<input type="checkbox"/>	limited liability company
<input type="checkbox"/>	restricted professional
<input type="checkbox"/>	limited liability company
<input type="checkbox"/>	business trust

Foreign Entities

State/Country _____ Date _____

<input type="checkbox"/>	business
<input type="checkbox"/>	nonprofit
<input type="checkbox"/>	limited liability company
<input type="checkbox"/>	restricted professional
<input type="checkbox"/>	limited liability company
<input type="checkbox"/>	business trust

Other

<input type="checkbox"/>	domestication
<input type="checkbox"/>	division
<input type="checkbox"/>	consolidation

1. Entity Name: <u>Highmark Senior Resources Inc.</u>
--

2. Individual name and mailing address responsible for initial tax reports: <u>Todd Vanerstrom, 120 Fifth Avenue, Suite 922, Pittsburgh, PA 15222</u>				
Name	Number and street	City	State	Zip

3. Description of business activity: <u>To operate as a life insurance company</u>

4. Specified effective date, if any: _____ month/day/year hour, if any

5. EIN (Employee Identification Number), if any: _____

6. Fiscal Year End: <u>December 31</u>

7. Fictitious Name (only if foreign corporation is transacting business in PA under a fictitious name): _____
--

Document Divider

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

HM Casualty Insurance Company

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 3722772

MALARA, SARA M
120 FIFTH AVE, FIFTH AVE PLACE, STE 2180
PGH, PA 152223099

UPE-0003091

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles of Incorporation-For Profit

(15 Pa.C.S.)

- | | |
|--|--|
| <input type="checkbox"/> Business-stock (§ 1306) | <input type="checkbox"/> Management (§ 2703) |
| <input type="checkbox"/> Business-nonstock (§ 2102) | <input type="checkbox"/> Professional (§ 2903) |
| <input type="checkbox"/> Business-statutory close (§ 2303) | <input checked="" type="checkbox"/> Insurance (§ 3101) |
| <input type="checkbox"/> Cooperative (§ 7102) | |

Name Sara M. Malara, Paralegal		
Address 120 Fifth Avenue, Fifth Avenue Place #2180		
City Pittsburgh, PA	State PA	Zip Code 15222-3099

Document will be returned to the name and address you enter to the left.



Commonwealth of Pennsylvania
ARTICLES OF INCORPORATION 5 Page(s)



T0710660114

Fee: \$125

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, desiring to incorporate a corporation for profit, hereby states that:

1. The name of the corporation (*corporate designator required, i.e., "corporation", "incorporated", "limited" "company" or any abbreviation. "Professional corporation" or "P.C."*):

HM Casualty Insurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth (*post office box, alone, is not acceptable*) or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
120 Fifth Avenue	Pittsburgh	PA	15222-3099	Allegheny

(b) Name of Commercial Registered Office Provider _____ County _____

c/o: _____

3. The corporation is incorporated under the provisions of the Business Corporation Law of 1988.

4. The aggregate number of shares authorized: **200,000 shares**

PA. DEPT OF STATE
2007 APR 16 PM 2:21

5. The name and address, including number and street, if any, of each incorporator (*all incorporators must sign below*):

Name	Address
Paul A. Robb	120 Fifth Avenue, Fifth Avenue Place #2180 Pittsburgh, PA 15222-3099

6. The specified effective date, if any: upon filing
month/day/year hour, if any

7. Additional provisions of the articles, if any, attach an 8½ by 11 sheet.

8. *Statutory close corporation only*: Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "public offering" within the meaning of the Securities Act of 1933 (15 U.S.C. 77a et seq.)

9. *Cooperative corporations only*: Complete and strike out inapplicable term:

The common bond of membership among its members/shareholders is: _____.

IN TESTIMONY WHEREOF, the incorporator(s)
has/have signed these Articles of Incorporation this

9th day of April, 07.



Signature

Signature

**Articles of Incorporation
HM Casualty Insurance Company**

7. Additional Provisions:

The Shareholders of the Corporation shall not have the right to cumulate their votes for the election of directors of the Corporation.



COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT
Office of Corporate and Financial Regulation
1345 Strawberry Square
Harrisburg, PA 17120
www.insurance.state.pa.us

Telephone (717) 783-2660
Fax (717) 787-8557

December 5, 2006

Also Via Fax: (412) 544-4028

Sara M. Malara, Paralegal
Highmark
Fifth Avenue Place
120 Fifth Avenue
Pittsburgh, PA 15222-3099

RE: Name Approval
HM Casualty Insurance Company

Dear Sir or Madam:

The following information is being provided in response to your request for name approval.

Please be advised that the phrasing of the above-referenced name has been reviewed and found to be acceptable to the Pennsylvania Insurance Department. You will need to submit a copy of this letter to the Pennsylvania Department of State, Corporation Bureau.

This Department does not reserve company names. Name reservations can be arranged with the Corporation Bureau at telephone number (717) 787-1057.

I trust that the information provided is responsive to your request. Please feel free to contact me at (717) 783-2660 should you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Stephanie A. Ohnmacht".

Stephanie A. Ohnmacht
Insurance Company Licensing Specialist
Company Licensing Division

Document Divider

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

HM HEALTH INSURANCE COMPANY

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 3671260

PENNCORP SERVICEGROUP, INC.
600 NORTH SECOND STREET # 401, PO BOX 1210
Harrisburg, PA 17108-1210

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

**Articles of Domestication-Foreign
(15 Pa.C.S.)**

Business Corporation (§ 4161)
 Nonprofit Corporation (§ 6161)

**PENNCORP SERVICEGROUP, INC.
600 NORTH SECOND STREET
PO BOX 1210
HARRISBURG, PA 17108-1210** 7067

Document will be returned to the same address you enter to the left.

Commonwealth of Pennsylvania
ARTICLES OF DOMESTICATION-BUSINESS 8 Page(s)

Fee: \$125



In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, qualified foreign corporation, desiring to become a domestic business or nonprofit corporation, hereby states that:

1. The name of the corporation is:
HM HEALTH INSURANCE COMPANY

2. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street	City	State	Zip	County
120 FIFTH AVENUE	PITTSBURGH	PA	15222-3099	ALLEGHENY
(b) Name of Commercial Registered Office Provider				County
etc:				

3. Upon domestication, the corporation will be subject to the domestic corporation provisions of the Business Corporation Law of 1988 or the Nonprofit Corporation Law of 1981.

PA DEPT. OF STATE
2006 AUG 17 PM 2:19

PA DEPT. OF STATE
AUG 9 9 2006

DSCB:15-416161-2

4. Strike out if inapplicable; otherwise check and, if applicable, complete, one or more of the following:

The purpose or purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania are:

Refer to Exhibit A

~~The purpose or purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania are:~~

~~The purpose or purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania are:~~

5. Check applicable paragraph:

The filing of these Articles of Domestication and, if desired, the renunciation of the original charter or articles of the corporation has been authorized by a majority vote of the votes cast by all shareholders entitled to vote thereon and, if any class of shares is entitled to vote thereon as a class, a majority of the votes cast in each class vote, or by any greater vote required by its charter.

~~The filing of these Articles of Domestication and, if desired, the renunciation of the original charter or articles of the corporation has been authorized by a majority vote of the votes cast by all shareholders entitled to vote thereon and, if any class of shares is entitled to vote thereon as a class, a majority of the votes cast in each class vote, or by any greater vote required by its charter.~~

6. Strike out if inapplicable: These Articles of Domestication include the additional provisions set forth in full in Exhibit A attached hereto and made a part hereof.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Domestication to be executed this

27th day of July

2006

WMA HEALTH INSURANCE COMPANY
Name of Corporation

Gay R. [Signature]
Signature

SECRETARY
Title

Exhibit A

The purpose of this corporation is to operate as a life insurance company with the authority to issue life insurance; annuities, including variable life and annuity contracts; general accident or travel insurance covering personal injury, disablement or death; disability insurance covering non-work related sickness or accidents; health insurance, including stop-loss for self-funded health plans, and any other similarly related insurance permitted by law, and to engage in any and all other activities for which insurance corporations may be incorporated under the Pennsylvania Business Corporation Law of 1983, as amended, and the Pennsylvania Insurance Company Law of 1921, as amended.

BEFORE THE INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re: : Pursuant to Sections 4161 and
: 4162 of the Business Corporation
Application of HM Health Insurance : Law of 1988, Act of December 21,
Company for Approval to Redomesticate : 1988, P. L. 1444, as amended,
from the Commonwealth of Virginia to : 15 Pa.C.S. §§ 4161 and 4162, and
the Commonwealth of Pennsylvania : Section 357 of the Insurance
: Company Law, Act of May 17,
: 1921, P.L. 682, No. 284, as
: amended, 40 P.S. § 477e
: :
: Order No. ID-RC-06-12

DECISION AND ORDER

AND NOW, on this 13th day of July, 2006, M. Diane Koken, Insurance Commissioner of the Commonwealth of Pennsylvania ("Commissioner"), hereby makes the following Decision and Order:

Pursuant to the Business Corporation Law and the Insurance Company Law and in consideration of the documents, presentations and reports received, as well as other inquiries and studies as permitted by law, the Commissioner hereby makes the following Findings of Fact:

FINDINGS OF FACT

Identity of the Parties

1. HM Health Insurance Company ("HM Health") is a foreign stock life insurance company organized under the laws of the Commonwealth of Virginia with its principal place of business located in Pittsburgh, Pennsylvania.
2. HM Health is a wholly-owned subsidiary of Highmark, Inc., a Pennsylvania non-profit corporation.

Filing of the Application

3. On May 23, 2006, the Insurance Department of the Commonwealth of Pennsylvania ("Department") received an initial application (which, together with all material received subsequently, is collectively referenced as "Application") from HM Health for approval to redomesticate from the Commonwealth of Virginia to the Commonwealth of Pennsylvania.
4. The Application was filed pursuant to Sections 4161 and 4162 of the Business Corporation Law, as amended, 15 Pa.C.S. §§4161 and 4162 (cited as "Business Corporation Law"), and Section 357 of the Insurance Company Law, Act of May 17, 1921, P.L. 682, No. 284, as amended, 40 P.S. §477e (cited as "Insurance Company Law").

Notice of Filing and Comments

5. On June 3, 2006, the Department published notice in the Pennsylvania Bulletin that the Application was received and such notice invited interested persons to submit comments to the Department regarding the Application for 30 days following the date of the publication ("Comment Period").
6. During the Comment Period, the Department received no comments regarding the Application.

The Transaction

7. HM Health currently holds a Certificate of Authority in the Commonwealth of Pennsylvania as a foreign insurer to transact the accident & health, and life & ordinary annuities lines of business.
8. HM Health desires to redomesticate to the Commonwealth of Pennsylvania as a domestic stock life insurance company.
9. On May 2, 2006, the Board of Directors of HM Health passed a resolution deeming it in the best interest of the company to redomesticate from the Commonwealth of Virginia to the Commonwealth of Pennsylvania.
10. On May 2, 2006, Highmark, Inc., as the sole shareholder of HM Health, passed a resolution approving the redomestication of HM Health from the Commonwealth of Virginia to the Commonwealth of Pennsylvania.
11. HM Health has indicated that its principal place of business will remain in Pittsburgh, Pennsylvania.

12. If any of the above Findings of Fact are determined to be Conclusions of Law, they shall be incorporated in the Conclusions of Law as if fully set forth therein.

CONCLUSIONS OF LAW

1. Section 357 of the Insurance Company Law provides the Commissioner jurisdiction to review and approve the redomestication of HM Health.
2. A redomestication by a foreign business corporation is provided for in subsection 4161(a) of the Business Corporation Law.
3. The Application satisfies the requirements of all applicable laws and regulations.
4. If any of the above Conclusions of Law are determined to be Findings of Fact, they shall be incorporated in the Findings of Fact as if fully set forth therein.

BEFORE THE INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re:	:	Pursuant to Sections 4161 and
	:	4162 of the Business Corporation
Application of HM Health Insurance	:	Law of 1988, Act of December 21,
Company for Approval to Redomesticate	:	1988, P. L. 1444, <u>as amended</u> ,
from the Commonwealth of Virginia to	:	15 Pa.C.S. §§ 4161 and 4162, and
the Commonwealth of Pennsylvania	:	Section 357 of the Insurance
	:	Company Law, Act of May 17,
	:	1921, P.L. 682, No. 284, <u>as</u>
	:	<u>amended</u> 40 P.S. § 477c
	:	
	:	Order No. ID-RC-06-12

ORDER

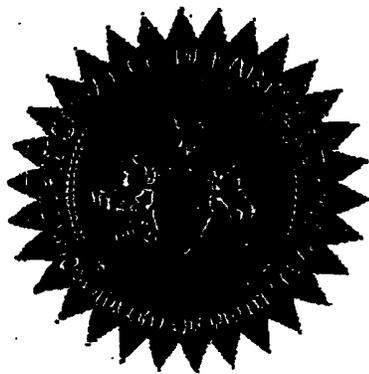
Upon consideration of the foregoing, the Insurance Commissioner of the Commonwealth of Pennsylvania ("Commissioner") hereby makes the following Order:

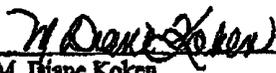
The Application of HM Health Insurance Company ("HM Health") for approval to redomesticate from the Commonwealth of Virginia to the Commonwealth of Pennsylvania and the issuance of a Certificate of Authority as a domestic stock life insurance corporation, as set forth in the Application, is hereby granted, subject to this Order and the following conditions:

1. HM Health shall obtain approval of the redomestication from the Virginia State Corporation Commissioner, Bureau of Insurance ("VA BOI"). A certified copy of the approval issued by the VA BOI shall be provided to the Commissioner within five (5) days of HM Health receiving the approval.
2. HM Health shall file Articles of Domestication with the Pennsylvania Department of State in accordance with subsection 4161(b) of the Business Corporation Law after receipt of the approval of the VA BOI.

3. HM Health shall comply with the requirements of subsections 1405(c)(3) and (4) of the Insurance Company Law prior to filing Articles of Domestication with the Pennsylvania Department of State.
4. HM Health shall file a copy of the Articles of Domestication, as filed with the Pennsylvania Department of State, with the Department within ten (10) days of receipt from the Pennsylvania Department of State.
5. At the time the Articles of Domestication are filed with the Department, HM Health shall file an executed copy of Amended and Restated Bylaws that comply with the requirements of Chapter 31 of the Business Corporation Law.
6. At the time the Articles of Domestication are filed with the Department, HM Health shall surrender its current Certificate of Authority as a foreign insurance corporation in exchange for the issuance of a Certificate of Authority as a domestic stock life insurance corporation.

This Order is effective immediately.




M. Diane Koken
Insurance Commissioner
Commonwealth of Pennsylvania

COPY

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Domestication-Foreign
(15 Pa.C.S.)

- Business Corporation (§ 4161)
- Nonprofit Corporation (§ 6161)

PENNCORP SERVICEGROUP, INC.
600 NORTH SECOND STREET
PO BOX 1210
HARRISBURG, PA 17108-1210 7067

Document will be returned to the name and address you enter to the left.

Fee: \$125

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, qualified foreign corporation, desiring to become a domestic business or nonprofit corporation, hereby states that:

1. The name of the corporation is:
HM HEALTH INSURANCE COMPANY

2. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street	City	State	Zip	County
120 FIFTH AVENUE	PITTSBURGH	PA	15222-3099	ALLEGHENY

(b) Name of Commercial Registered Office Provider _____ County _____

c/o: _____

3. Upon domestication, the corporation will be subject to the domestic corporation provisions of the Business Corporation Law of 1988 or the Nonprofit Corporation Law of 1988.

2006 AUG 17 PM 2:19
PA DEPT OF STATE

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

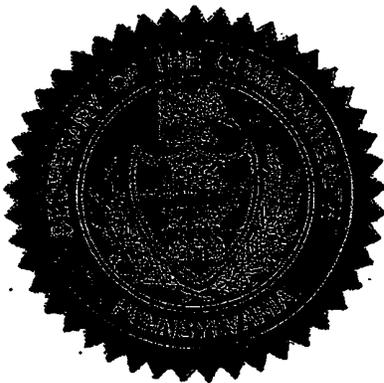
November 07, 2006

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

HM HEALTH INSURANCE COMPANY

I, Pedro A. Cortés, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Pedro A. Cortés

Secretary of the Commonwealth

jrobinson

Entity #: 3671260
Date Filed: 10/17/2006
Pedro A. Cortés
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

- Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

No.	BELINDA SCHORY
Address	PENNCORP SERVICEGROUP, INC
City	600 NORTH SECOND ST PO BOX 1210
	HARRISBURG, PA 17108-1210

Document will be returned to the name and address you enter to the left.
←

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
HM Health Insurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
120 Fifth Avenue	Pittsburgh	PA	15222	Allegheny

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

3. The statute by or under which it was incorporated: Business Corporate Law of 1988

4. The date of its incorporation: 12/30/86

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-BUSINESS 3 Page(s)



PA DEPT OF STATE
2006 OCT 17 PM 12:53

DSCB:15-1915/5915-2

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- The amendment adopted by the corporation, set forth in full, is as follows

The aggregate number of shares which HM Health Insurance Company shall have authority to issue is two million two hundred thousand (2,200,000), consisting of one class designated as "Common Stock".

- The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

16th day of October

2006

HM Health Insurance Company

Name of Corporation

Jacqueline M. Bauer

Signature

Jacqueline M. Bauer, Secretary

Title

HM HEALTH INSURANCE COMPANY

REDOMESTICATION/BUSINESS PLAN

HM Health Insurance Company's ("HM Health") statutory home office and main administrative office will be: 120 Fifth Avenue Place, Pittsburgh, Pennsylvania 15222. All shares of stock will be owned by Highmark Inc. ("Highmark").

HM Health will have no employees. Pursuant to a Services Agreement, HM Health will purchase all management and operational services from its parent Highmark. The Services Agreement will allow the HM Health to use the expertise and experience of Highmark in the marketing and administration of group health insurance products. Highmark intends to utilize the multi-state licensure of the HM Health to offer group health products that will complement and/or support those of Highmark.

HM Health's license in Pennsylvania will permit Highmark to supplement its products with those of HM Health to offer a wider array of healthcare coverages. In addition, Highmark expects to be able to use HM Health's insurance company licenses outside of Pennsylvania to augment delivery of health coverages (both insured and self-insured) to support Highmark's national account business.

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STATE OF CONNECTICUT
INSURANCE DEPARTMENT

STATE OFFICE BUILDING · HARTFORD, CONNECTICUT · 06115

This is to Certify, that a copy of the attached copy of Special
Act No. 81-7 is on file in this Department and has been approved
by me.

Witness my hand and official seal, at Hartford,
this 16th day of June 1931

Joseph C. Mabe

Insurance Commissioner

Form 1

*See H.C.'s note 6/25/31
Schw. Rossiter, Clk
Sp Comm. Mutual Life Ins
140 Garden St. Hartford*

Senate Bill No. 1189
 SPECIAL ACT NO. 81-7

AN ACT CONCERNING INCORPORATION OF THE GML PENSION
 AND LIFE INSURANCE COMPANY.

Be it enacted by the Senate and House of Representatives in General Assembly, convened:
 Section 1. GML Pension and Life Insurance Company created a body politic and corporate and that same shall have all the powers granted by the general statutes, as now enacted or hereafter amended, of corporations formed under the Stock Corporation Act. Connecticut Mutual Life Insurance Company of Hartford shall be the sole incorporator.

Sec. 2. The corporation shall have the power to write life insurance, endowments, annuities, accident, disability and health insurance and any and all other forms of insurance which any other corporation now or hereafter chartered by Connecticut and empowered to do a life insurance business may now or hereafter lawfully do; to write policies and contracts on an individual or group basis, providing for benefits on either a fixed or variable basis; to accept and to cede reinsurance; to issue policies and contracts for any kind or combination of kinds of insurance herein authorized; to issue policies or contracts either with or without participation in profits, earnings or surplus; to acquire and hold any or all of the shares or other securities of any insurance corporation or any other kind of corporation; to invest in and to establish or manage, one or more investment companies; and to engage in any lawful act or activity for which corporations may be formed under the Stock Corporation Act. The corporation may exercise such powers outside of Connecticut to the extent permitted by the laws of the particular jurisdiction.

Sec. 3. The capital with which the corporation shall commence business shall be an amount not less than one thousand dollars. The authorized capital shall be ten million dollars divided into fifty thousand shares of common capital stock with a par value of two hundred dollars each.

Sec. 4. The incorporator named in section 1 of this act shall form the corporation in the manner provided for specially chartered corporations in the Stock Corporation Act.

302 F-24

38:

TACH 6-19-51 132 (12 cc.)

Senate Bill No. 1189

Sec. 5. The corporation shall obtain a license from the insurance commissioner prior to the commencement of business and shall be subject to all the general statutes applicable to insurance companies.

Sec. 6. Notwithstanding the provisions of sections 33-191 of the general statutes, the corporate charter granted by this act shall be void unless said corporation is organized and licensed on or before January 1, 1984.

verified as correct by

Legislative Commissioner.

Clerk of the Senate.

Clerk of the House.

Approved April 24 1981

Governor.

State of Connecticut
FILED

JUN 18 1981

Barbara B. Kamelky

SECRETARY OF STATE

BY L.M. 3:45 P.M.

685

Form 69-5M-6-75

State of Connecticut
Office of Secretary of the State

I, Barbara B. Kennelly, Secretary of the State of Connecticut and keeper of the Great Seal thereof, and of the original record of the Acts and Resolutions of the General Assembly of said State, DO HEREBY CERTIFY that I have compared the annexed copy of

Special Act No. 81-7 AN ACT CONCERNING INCORPORATION OF THE CML PENSION AND LIFE INSURANCE COMPANY.

with the original record of the same now remaining in this office, and have found the said copy to be correct and complete transcript thereof.

AND I FURTHER CERTIFY, that the said original record is a public record of the State of Connecticut, now remaining in this office.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State of Connecticut, at Hartford, this

11th day of May 1981

Barbara B. Kennelly

Secretary of the State



Vol. 101 p. 86

STATE OF CONNECTICUT
INSURANCE DEPARTMENT

STATE OFFICE BUILDING • HARTFORD, CONNECTICUT 06115

This is to Certify, that the attached copies of amendments to the charter of CML Pension and Life Insurance Company, have been approved by this Department.

Witness my hand and official seal, at Hartford,

this 22nd day of April 1985

Insurance Commissioner

FILED
STATE OF CONNECTICUT

APR 23 1985

John H. Fagan
SECRETARY OF THE STATE
17:50 PM

F.F. # 4.00

CERTIFICATE AMENDING AND RESTATING THE
CERTIFICATE OF INCORPORATION BY ACTION
OF BOARD OF DIRECTORS AND SHAREHOLDERS

1. CML PENSION AND LIFE INSURANCE COMPANY.

2. The Certificate of Incorporation (Special Act No. 81-7 An Act Concerning Incorporation of the CML Pension and Life Insurance Company) is amended and restated by the following resolution of the Board of Directors and the sole shareholder:

RESOLVED: That the Certificate of Incorporation shall specify that the corporation shall have perpetual existence.

RESOLVED: That the authorized capital of this corporation shall be increased to \$50 million divided into one hundred twenty-five thousand shares of Class A Common stock and one hundred twenty-five thousand shares of Class B Common stock, each with a par value of \$200.

RESOLVED: That the holders of Class A Common shares, voting as a separate class, and the holders of Class B Common shares, voting as a separate class, shall each be entitled to elect that number of directors which constitutes 50% of the authorized number of members of the Board of Directors. If such percent is not a whole number, the holders of both Classes of Common shares, voting together, shall be entitled to elect one director. The holders of Class A and Class B Common shares shall in all other matters vote together as a single class, and in all other respects shall be identical and shall have equal rights and privileges.

RESOLVED: That the Certificate of Incorporation shall be restated to incorporate these resolutions.

3(a). The said resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows:

Section 1. of said Certificate of Incorporation is repealed and amended to read as follows:

CML Pension and Life Insurance Company is created a body politic and corporate and under that name shall have all of the powers granted by the general statutes, as now enacted or hereafter amended, to corporations formed under the Stock Corporation Act. The corporation shall have perpetual existence. Connecticut Mutual Life Insurance Company of Hartford shall be the sole incorporator.

Section 3. of said Certificate of Incorporation is repealed and amended to read as follows:

The capital with which the corporation shall commence business shall be an amount not less than one thousand dollars. The authorized capital shall be fifty million dollars divided into one hundred twenty-five thousand shares of Class A common stock with a par value of \$200 each and one hundred twenty-five thousand shares of Class B common stock with a par value of \$200 each.

Section 7. is added to said Certificate of Incorporation to read as follows:

The holders of Class A Common shares, voting as a separate class, and the holders of Class B Common shares, voting as a separate class, shall each be entitled to elect that number of directors which constitutes 50% of the authorized number of members of the Board of Directors. If such percent is not a whole number, the holders of both Classes of Common shares, voting together, shall be entitled to elect one director. The holders of Class A and Class B Common shares shall in all other matters vote together as a single class, and in all other respects shall be identical and shall have equal rights and privileges.

(b). Other than as indicated in Paragraph 3(a), there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented and amended to date and the provisions of this Certificate amending and restating the Certificate of Incorporation.

4. The above resolution was adopted by the Board of Directors and by the sole shareholder.

5. The number of affirmative Directors' votes required to adopt such resolution is four and all of the outstanding stock of the corporation is held by one shareholder.

6. The number of Directors' votes in favor of the resolution was five and the sole shareholder voted in favor of the resolution.

Dated at Hartford, Connecticut, this 19th day of April, 1985.

We hereby declare, under the penalties of perjury that the statements made in the foregoing certificate are true.

ATTEST

David C. Kline
David C. Kline
Its Secretary

CML Pension and Life Insurance Company

By: Ray M. Perisho
Ray M. Perisho
Its Vice President

Sole Shareholder
Connecticut Mutual Life Insurance Company

ATTEST

David C. Kline
David C. Kline
Its Secretary

By: S. Caesar Raboy
S. Caesar Raboy
Its President

FILED
STATE OF CONNECTICUT

APR 23 1985

John H. Fisher

SECRETARY OF THE STATE
3:59 PM

FTx 625.00
FF 30.00
ICC 9.50
\$ 664.50

REC-4 ICC
- 3 - Conn. Mutual
140 Garden St.
HTRD. CT 06154

cc done
taken 4/23/85



STATE OF CONNECTICUT
INSURANCE DEPARTMENT

STATE OFFICE BUILDING · HARTFORD, CONNECTICUT 06115

105

VOB. 101

This is to Certify, that the attached amendment to the Articles of Incorporation of CML Pension and Life Insurance Company is approved.

Witness my hand and official seal, at Hartford,

this 29th day of April 19 85

Insurance Commissioner

FILED
STATE OF CONNECTICUT

MAY 03 1985

Geo. H. Feltz

SECRETARY OF THE STATE
By MM Time 10:00 A.M.
H.F.G.

Form 2

CERTIFICATE AMENDING AND RESTATING THE
CERTIFICATE OF INCORPORATION BY ACTION
OF BOARD OF DIRECTORS AND SHAREHOLDERS

1. CML PENSION AND LIFE INSURANCE COMPANY, which is hereby renamed GroupAmerica Insurance Company.

2. The Certificate of Incorporation (Special Act No. 81-7 An Act Concerning Incorporation of the CML Pension and Life Insurance Company) is amended and restated by the following resolutions of the Board of Directors and the shareholders:

RESOLVED: That the name of the corporation shall be changed to GroupAmerica Insurance Company.

RESOLVED: That the Certificate of Incorporation shall be restated to incorporate this resolution.

3(a). The said resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows:

Section 1. of said Certificate of Incorporation is repealed and amended to read as follows:

GroupAmerica Insurance Company is created a body politic and corporate and under that name shall have all of the powers granted by the general statutes, as now enacted or hereafter amended, to corporations formed under the Stock Corporation Act. The corporation shall have perpetual existence. Connecticut Mutual Life Insurance Company of Hartford shall be the sole incorporator.

3(b). Other than as indicated in Paragraph 3(a). there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented and amended to date and the provisions of this Certificate amending and restating the Certificate of Incorporation.

4. The above resolution was adopted by the Board of Directors and by all of the shareholders.

5. The number of affirmative Directors' votes required to adopt such resolution is four and all of the outstanding stock of the corporation is held by two shareholders.

6. The number of Directors' votes in favor of the resolution was six and the two shareholders voted in favor of the resolution.

Dated at White Sulphur Springs, West Virginia, this 27th day of April, 1985.

We hereby declare, under the penalties of perjury that the statements made in the foregoing certificate are true.

ATTEST

Ronald E. Timpe
Ronald E. Timpe
Its Treasurer

CML Pension and Life Insurance Company

Denis F. Mullane
Denis F. Mullane
Its President

SHAREHOLDERS

ATTEST

Albert E. Reavill, Jr.
Albert E. Reavill, Jr.
Its Vice Chairman

Connecticut Mutual Life Insurance Company

By: S. Caesar Raboy
S. Caesar Raboy
Its President

ATTEST

John R. Olsen
John R. Olsen
Its Senior Vice President, Investments

Standard Insurance Company

By: Benjamin R. Whiteley
Benjamin R. Whiteley
Its President and Chief Executive Officer

I hereby declare, under the penalties of perjury that the statements made in the foregoing certificate are true.

CML Pension and Life Insurance Company

David C. Kline
David C. Kline
Its Secretary

FILED
STATE OF CONNECTICUT
MAY 3 1985
J. H. [Signature]
SECRETARY OF THE STATE
\$ 30.

-2-

Rec to: 7/1/85
Douglas Clark
Conn Mutual Life
140 Jackson St
Hartford, Ct

Restated Certificate of Incorporation
of
GroupAmerica Insurance Company

Section 1. GroupAmerica Insurance Company is created a body politic and corporate and under that name shall have all of the powers granted by the general statutes, as now enacted or hereafter amended, to corporations formed under the Stock Corporation Act. The corporation shall have perpetual existence. Connecticut Mutual Life Insurance Company of Hartford shall be the sole incorporator.

Sec. 2. The corporation shall have the power to write life insurance, endowments, annuities, accident, disability and health insurance and any and all other forms of insurance which any other corporation now or hereafter chartered by Connecticut and empowered to do a life insurance business may now or hereafter lawfully do; to write policies and contracts on an individual or group basis, providing for benefits on either a fixed or variable basis; to accept and to cede reinsurance; to issue policies and contracts for any kind or combination of kinds of insurance herein authorized; to issue policies or contracts either with or without participation in profits, earnings or surplus; to acquire and hold any or all of the shares or other securities of any insurance corporation or any other kind of corporation; to invest in and to establish or manage, one or more investment companies; and to engage in any lawful act or activity for which corporations may be formed under the Stock Corporation Act. The corporation may exercise such powers outside of Connecticut to the extent permitted by the laws of the particular jurisdiction.

Sec. 3. The capital with which the corporation shall commence business shall be an amount not less than one thousand dollars. The authorized capital shall be fifty million dollars divided into one hundred twenty-five thousand shares of Class A common stock with a par value of \$200 each and one hundred twenty-five thousand shares of Class B common stock with a par value of \$200 each.

Sec. 4. The incorporator named in section 1 of this act shall form the corporation in the manner provided for specially chartered corporations in the Stock Corporation Act.

Sec. 5. The corporation shall obtain a license from the insurance commissioner prior to the commencement of business and shall be subject to all the general statutes applicable to insurance companies.

Sec. 6. Notwithstanding the provisions of section 33-391 of the general statutes, the corporate charter granted by this act shall be void unless said corporation is organized and licensed on or before January 1, 1984.

Sec. 7. The holders of Class A common shares, voting as a separate class; and the holders of Class B common shares, voting as a separate class, shall each be entitled to elect that number of directors which constitutes 50% of the authorized number of members of the Board of Directors. If such percent is not a whole number, the holders of both Classes of common shares, voting together, shall be entitled to elect one director. The holders of Class A and Class B common shares shall in all other matters vote together as a single class, and in all other respects shall be identical and shall have equal rights and privileges.

**CERTIFICATE AMENDING AND RESTATING THE
CERTIFICATE OF INCORPORATION BY ACTION
OF BOARD OF DIRECTORS AND SHAREHOLDERS**

1. GROUPAMERICA INSURANCE COMPANY, dated at Hartford, Connecticut, this 11th day of December, 1987.

2. The Certificate of Incorporation (Special Act No. 81-7 An Act Concerning Incorporation of the GroupAmerica Insurance Company) is amended and restated by the following resolutions of the Board of Directors and the shareholders:

RESOLVED: That the outstanding shares of Class A and Class B shares of common stock of GroupAmerica Insurance Company shall be surrendered and reissued as a single class of common stock.

RESOLVED: That all references of Class A and Class B common stock in the Certificate of Incorporation shall be repealed.

RESOLVED: That the Certificate of Incorporation shall be restated to incorporate these resolutions.

3(a). The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows:

Section 3. of said Certificate of Incorporation is repealed and amended to read as follows:

The capital with which the corporation shall commence business shall be an amount not less than one thousand dollars. The authorized capital shall be fifty million dollars divided into two hundred and fifty thousand shares of common stock with a par value of two hundred dollars each.

Section 7 of said Certificate of Incorporation is repealed.

3(b). Other than as indicated in Paragraph 3(a). there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented and amended to date and the provisions of this Certificate amending and restating the Certificate of Incorporation, as attached hereto.

APPROVED
INSURANCE DEPARTMENT
STATE OF CONNECTICUT
DEC 18 1987



1483

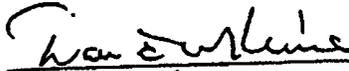
4. The above resolution was adopted by the Board of Directors and by the sole shareholder.

5. The number of affirmative Directors' votes required to adopt such resolution is two. There are 7500 shares of Class A common stock and 7500 shares of Class B common stock outstanding and each share is entitled to a single vote. To adopt such resolution, the holders of Class A and Class B common shares shall vote together as a single class, and the total number of shares required to adopt such resolution is 7501.

6. The number of Directors' votes in favor of the resolution was three and the sole shareholder voted all shares of Class A and Class B common stock in favor of the resolution.

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

ATTEST

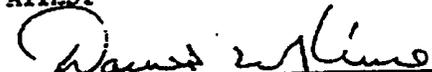

David C. Kline
Its Secretary

GROUPAMERICA INSURANCE COMPANY

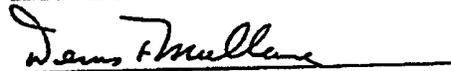

Dennis F. Hardcastle
Its President

SHAREHOLDER

ATTEST


David C. Kline
Its Secretary

CONNECTICUT MUTUAL LIFE
INSURANCE COMPANY


Denis F. Mullane
Its Chairman

APPROVED
INSURANCE DEPARTMENT
STATE OF CONNECTICUT

DEC 18 1987



Restated Certificate of Incorporation
of
GroupAmerica Insurance Company

Section 1. GroupAmerica Insurance Company is created a body politic and corporate and under the name shall have all of the powers granted by the general statutes, as now enacted or hereafter amended, to corporations formed under the Stock Corporation Act. The corporation shall have perpetual existence. Connecticut Mutual Life Insurance Company of Hartford shall be the sole incorporator.

Section 2. The corporation shall have the power to write life insurance, endowments, annuities, accident, disability and health insurance and any and all other forms of insurance which any other corporation now or hereafter chartered by Connecticut and empowered to do a life insurance business may now or hereafter lawfully do; to write policies and contracts on an individual or group basis, providing for benefits on either a fixed or variable basis; to accept and to cede reinsurance; to issue policies and contracts for any kind or combination of kinds of insurance herein authorized; to issue policies or contracts either with or without participation in profits, earnings or surplus; to acquire and hold any or all of the shares or other securities of any insurance corporation or any other kind of corporation; to invest in and to establish or manage, one or more investment companies; and to engage in any lawful act or activity for which corporations may be formed under the Stock Corporation Act. The corporation may exercise such powers outside of Connecticut to the extent permitted by the laws of the particular jurisdiction.

Section 3. The capital with which the corporation shall commence business shall be an amount not less than one thousand dollars. The authorized capital shall be fifty million dollars divided into two hundred and fifty thousand shares of common stock with a par value of two hundred dollars each.

Section 4. The incorporator named in Section 1 of this Act shall form the corporation in the manner provided for specially chartered corporations in the Stock Corporation Act.

Section 5. The corporation shall obtain a license from the insurance commissioner prior to the commencement of business and shall be subject to all the general statutes applicable to insurance companies.

Section 6. Notwithstanding the provisions of Section 33-391 of the general statutes, the corporate charter granted by this Act shall be void unless said corporation is organized and licensed on or before January 1, 1984.

APPROVED
INSURANCE DEPARTMENT
STATE OF CONNECTICUT

DEC 18 1987
REC'D CC SECRET 12/24/87 11:36

DEC 21 12 00 PM '87

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19.00
40.00
9.00
2cc's Rec: Conn. Mutual Ins
(Jordan) 140 Garden St
Hartford,
06154

STATE OF CONNECTICUT
INSURANCE DEPARTMENT

This is to Certify, that CML Pension and Life Insurance Company was incorporated by Special Act No. 81-7 a/k/a/ Certificate of Incorporation, a copy of which is attached. The Certificate of Incorporation was amended by vote of the Board of Directors and the sole shareholder on April 19, 1985 and approved by the Insurance Department of April 22, 1985, copies of which are attached. Thereafter the Certificate of Incorporation was amended to change the name of the corporation to GroupAmerica Insurance Company which the Insurance Department approved on April 22, 1985.

A Restated Certificate of Incorporation of GroupAmerica Insurance Company is attached.

Witness my hand and official seal, at Hartford,

this 2nd day of June

19 94


Insurance Commissioner

Office of the Secretary of the State of Connecticut

I, Pauline R. Kezer, Secretary of the State of Connecticut, and keeper of the seal thereof, DO HEREBY CERTIFY, that

CML PENSION AND LIFE INSURANCE COMPANY

is a Connecticut corporation by virtue of an Act of the General Assembly approved April 24, 1981, and filed in this office on June 18, 1981. The following comprises a list of amendments changing the name of the corporation as of the date of this certificate:

AMENDMENTS CHANGING THE NAME TO

GROUPAMERICA INSURANCE COMPANY

FILED

MAY 3, 1985

Insofar as the records of this office reveal, the corporation is in existence.

Pauline R. Kezer

Secretary of the State

Date Issued: June 1, 1994

NM

WPPSF-9540

UPE-0003126



STATE OF CONNECTICUT

INSURANCE DEPARTMENT

FILING #0001515536 PG 01 OF 04 VOL B-00006
FILED 02/07/1995 08:47 AM PAGE 00419
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that approval has been granted to amend and restate
GroupAmerica Insurance Company's Certificate of Incorporation to
effectuate a name change to Trans-General Life Insurance Company.

Witness my hand and official seal, at Hartford,

this 30th day of January 19⁹⁵

A handwritten signature in cursive script, reading "William J. Sullivan".

Acting Insurance Commissioner

Restated Certificate of Incorporation
of
Trans-General Life Insurance Company

Section 1. Trans-General Life Insurance Company is created a body politic and corporate and under the name shall have all of the powers granted by the general statutes, as now enacted or hereafter amended, to corporations formed under the Stock Corporation Act. The corporation shall have perpetual existence. Connecticut Mutual Life Insurance Company of Hartford shall be the sole incorporator.

Section 2. The corporation shall have the power to write life insurance, endowments, annuities, accident, disability and health insurance and any and all other forms of insurance which any other corporation now or hereafter chartered by Connecticut and empowered to do a life insurance business may now or hereafter lawfully do; to write policies and contracts on an individual or group basis, providing for benefits on wither a fixed or variable basis; to accept and to cede reinsurance; to issue policies and contracts for any kind or combination of kinds of insurance herein authorized; to issue policies or contracts either with our without participation in profits, earnings or surplus; to acquire and hold any or all of the shares or other securities of any insurance corporation or any other kind of corporation; to invest in and to establish or manage, one or more investment companies; and to engage in any lawful act or activity for which corporations may be formed under the Stock Corporation Act. The corporation may exercise such powers outside of Connecticut to the extent permitted by the laws of the particular jurisdiction.

Section 3. The capital with which the corporation shall commence business shall be an amount not less than one thousand dollars. The authorized capital shall be fifty million dollars divided into two hundred and fifty thousand shares of common stock with a par value of two hundred dollars each.

Section 4. The incorporator named in Section 1 of this Act shall form the corporation in the manner provided for specially chartered corporations in the Stock Corporation Act.

Section 5. The corporation shall obtain a license from the insurance commissioner prior to the commencement of business and shall be subject to all the general statutes applicable to insurance companies.

Section 6. Notwithstanding the provisions of Section 33-391 of the general statutes, the corporate charter granted by this Act shall be void unless said corporation is organized and licensed on or before January 1, 1984.

**CERTIFICATE AMENDING AND RESTATING THE
CERTIFICATE OF INCORPORATION BY ACTION
OF BOARD OF DIRECTORS AND SHAREHOLDERS**

1. GroupAmerica Insurance Company, which is hereby renamed Trans-General Life Insurance Company.
2. The Certificate of Incorporation (Special Act No. 81-7 An Act Concerning Incorporation of the GroupAmerica Insurance Company) is amended and restated by the following resolutions of the Board of Directors and the shareholders:

NOW, THEREFORE, BE IT RESOLVED, that the Corporation accepts the recommendation of the Board of Directors of GroupAmerica and approves the amendment of the Certificate of Incorporation of GroupAmerica to change the name of GroupAmerica to Trans-General Life Insurance Company;

RESOLVED FURTHER, that Section 1. of the Certificate of Incorporation is hereby amended to read in full as follows:

"Section 1. Trans-General Life Insurance Company is created a body politic and corporate and under that name shall have all of the powers granted by the general statutes, as now enacted or hereafter amended, to corporations formed under the Stock Corporation Act. The corporation shall have perpetual existence. Connecticut Mutual Life Insurance Company of Hartford shall be the sole incorporator.

- 3(a). The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented to date, except as stated above.
- 3(b). Other than as indicated in Paragraph 3(a). there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented and amended to date and the provisions of this Certificate amending and restating the Certificate of Incorporation.
4. The above resolution was adopted by the Board of Directors and by the sole shareholder.

5. The number of affirmative Directors' votes required to adopt such resolution is five and all of the outstanding stock of the corporation is held by Trans-General Life and Casualty Group, Inc.

6. The number of Directors' votes in favor of the resolution was seven and the sole shareholder voted in favor of the resolution.

We hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

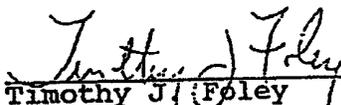
Dated at Pittsburgh, Pennsylvania this 21st day of December, 1994.

ATTEST:



Paul A. Robb
Assistant Secretary

TRANS-GENERAL LIFE INSURANCE
COMPANY



Timothy J. Foley
President

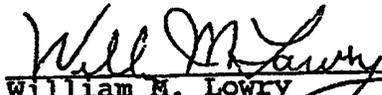
SHAREHOLDER

ATTEST:



Paul A. Robb
Assistant Secretary

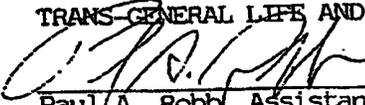
TRANS-GENERAL LIFE AND
CASUALTY GROUP, INC.



William M. Lowry
Chairman of the Board

I hereby declare, under the penalties of perjury that the statements made in the foregoing certificate are true.

TRANS-GENERAL LIFE AND CASUALTY GROUP, INC.



Paul A. Robb, Assistant Secretary

4564
2/24/95

Office of the Secretary of the State of Connecticut

I, Miles S. Rapoport, Secretary of the State of Connecticut, and keeper of the seal thereof, DO HEREBY CERTIFY, that

CML PENSION AND LIFE INSURANCE COMPANY

is a Connecticut corporation by virtue of an Act of the General Assembly approved April 24, 1981, and filed in this office on June 18, 1981. The following comprises a list of amendments changing the name of the corporation as of the date of this certificate:

AMENDMENTS CHANGING THE NAME TO

GROUPAMERICA INSURANCE COMPANY

TRANS-GENERAL LIFE INSURANCE COMPANY

FILED

MAY 3, 1985

FEB. 07, 1995

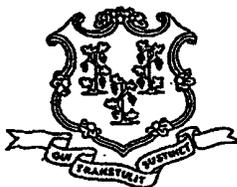
Insofar as the records of this office reveal, the corporation is in existence.

Miles S. Rapoport

Secretary of the State

Date Issued: February 24, 1995

dm



State of Connecticut

Insurance Department

This is to Certify, that Trans-General Life Insurance Company's Certificate of Incorporation is approved, effective April 1, 1999, changing the Company's name to Highmark Life Insurance Company.

Witness my hand and official seal, at HARTFORD,

this 19th day of January, 1999

A handwritten signature in black ink, appearing to read "George H. Quinn, Jr.", with a stylized flourish at the end.

Insurance Commissioner

CERTIFICATE OF AMENDMENT

STOCK CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / new / 1-97

Space For Of

FILING #0001943882 PG 01 OF 03 VOL B-00248

FILED 02/08/1999 03:30 PM PAGE 01884

SECRETARY OF THE STATE

CONNECTICUT SECRETARY OF THE STATE

1. NAME OF CORPORATION:

Trans-General Life Insurance Company

2. THE CERTIFICATE OF INCORPORATION IS (check A., B. or C.):

A. AMENDED.

B. AMENDED AND RESTATED.

C. RESTATED.

3. TEXT OF EACH AMENDMENT / RESTATEMENT:

Now, therefore, be it resolved, that effective April 1, 1999,
Section 1 of the Certificate of Incorporation is hereby amended
to read in full as follows:

"Section 1. Highmark Life Insurance Company is created a body
politic and corporate and under that name shall have all of the
powers granted by the general statutes, as now enacted or hereafter
amended, to corporations formed under the Stock Corporations Act.
The Corporation shall have perpetual existence."

(Please reference to 8-112 X-11 attachment if additional space is needed)

Space

FILING #0001943882 PG 02 OF 03 VOL B-00248
FILED 02/08/1999 03:30 PM PAGE 01885
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check A., B. or C.)

A. The resolution was approved by shareholders as follows:

(set forth all voting information required by Conn. Gen. Stat. section 33-800 as amended in the space provided below)

The sole shareholder voted all shares in favor of the resolution. All 250,000 authorized shares of common stock are held by Trans-General Life and Casualty Group, Inc., the sole shareholder.

B. The amendment was adopted by the board of directors without shareholder action. No shareholder vote was required for adoption.

C. The amendment was adopted by the incorporators without shareholder action. No shareholder vote was required for adoption.

5. EXECUTION

Dated this 12th day of January, 19 99

Paul A. Robb	Secretary	
Print or type name of signatory	Capacity of signatory	Signature

2003076-69

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Application for Certificate of Authority
(15 Pa.C.S.)

Entity Number
3169208

Foreign Business Corporation (§ 4124)
 Foreign Nonprofit Corporation (§ 6124)

Name
M. Burr Keim Company
Address
2021 Arch Street
City State Zip Code
Philadelphia, PA 19103

Document will be returned to the name and address you enter to the left.

Fee: \$180

Filed in the Department of State on SEP 19 2003
Richard C. Conte's
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned, hereby states that:

1. The name of the corporation is:
Highmark Life Insurance Company

2. Complete only when the corporation must adopt a corporate designator for use in Pennsylvania.
The name which the corporation adopts for use in this Commonwealth is:

3. If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following:
The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is: Connecticut

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:
280 Trumbull Street, 15th Floor, Hartford, CT 06103
Number and street City State Zip

PA DEPT OF STATE
2003 SEP 16 PM 4:44

PA DEPT OF STATE
2003 SEP 16 PM 4:44

6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street City State Zip County

120 Fifth Avenue, Fifth Avenue Place, Pittsburgh, PA 15222-3099 Allegheny

(b) Name of Commercial Registered Office Provider County

c/o: _____

7. Check one of the following:

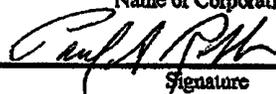
Business Corporation: The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

Nonprofit Corporation: The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for Certificate of Authority to be signed by a duly authorized officer thereof

this 11th day of Sept, 2013.

Highmark Life Insurance Company
Name of Corporation


Signature

Paul A. Robb, Secretary
Title

2003076-71



COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT

CERTIFICATE OF AUTHORITY

Life

Effective Date: April 1, 2003

HIGHMARK LIFE INSURANCE COMPANY

NAIC NO. 93440

HAS COMPLIED WITH THE REQUIREMENTS OF THE LAWS OF THE COMMONWEALTH OF PENNSYLVANIA RELATING TO ADMISSION IN SAID COMMONWEALTH FOR THE PURPOSE OF TRANSACTING INSURANCE BUSINESS IN PENNSYLVANIA AND THAT THE ABOVE NAMED COMPANY IS HEREBY AUTHORIZED TO TRANSACT THE BUSINESS OF:

40-5-102 (a) (2)

Accident and Health

40-5-102 (a) (1)

Life and Annuities

FOR THE YEAR ENDING MARCH 31, 2004, IN ACCORDANCE WITH ITS CHARTER AND IN CONFORMITY WITH THE LAWS OF SAID COMMONWEALTH OF PENNSYLVANIA.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL, THE DATE AND YEAR FIRST ABOVE WRITTEN.

Handwritten signature of Diane Koken in cursive script.

M. DIANE KOKEN
INSURANCE COMMISSIONER

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.DOS.STATE.PA.US/CORPS

HM Life Insurance Company

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.DOS.STATE.PA.US/CORPS OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 3169208

CT Corporation System
100 Pine Street, Suite 325
Harrisburg, PA 17101



**COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT**
OFFICE OF CORPORATE AND FINANCIAL REGULATION
1346 Strawberry Square
Harrisburg, PA 17128

Phone (717) 787-1879
Fax (717) 787-8567

January 31, 2006

Liane C. Birchler
Project Manager
Westmont Associates, Inc.
25 Chestnut Street, Suite 105
Haddonfield, NJ 08033

Via Fax: (856) 216-0303

RE: Name Approval
HM Life Insurance Company

Dear Ms. Birchler:

The following information is being provided in response to your request received on January 31, 2006.

Please be advised that the phrasing of the above-referenced name has been reviewed and found to be acceptable to the Pennsylvania Insurance Department. You will need to present a copy of this letter to the Pennsylvania Department of State, Corporation Bureau. In processing the registration of the name, the Department of State will verify that the new name is not being used by an existing entity or that the name does not too closely resemble that of an existing entity.

I trust that the information provided is responsive to your request. Please feel free to contact me at (717) 787-1879 should you have any questions.

Sincerely,

Robert A. Kotal

Robert A. Kotal
Insurance Company Licensing Specialist
Company Licensing Division

Entity #: 3169208
Date Filed: 02/03/2006
Effective Date: 04/01/2006
Pedro A. Cortés
Secretary of the Commonwealth

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

**Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)**

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name _____
Address **CT CORP-COUNTER**
City _____

Document will be returned to the
name and address you enter to
the left.
←

Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned,
desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Highmark Life Insurance Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its
commercial registered office provider and the county of venue is (the Department is hereby authorized to
correct the following information to conform to the records of the Department):
(a) Number and Street City State Zip County
Fifth Avenue Place, 120 Fifth Avenue, Pittsburgh, PA 15222-3099
(b) Name of Commercial Registered Office Provider County
c/o _____

3. The statute by or under which it was incorporated: **PA ECL of 1933**

4. The date of its incorporation: **May 11, 1981**

5. Check, and if appropriate complete, one of the following:
 The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
 The amendment shall be effective on: **April 1, 2006** at **12:00 a.m.**
Date Hour

PA DEPT. OF STATE

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-BUSINESS 5 Page(s)

FORM - 10/27/04 CT System Online

FEB 3 2006



70603811026

DSCB:15-1915/5915-2

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- The amendment adopted by the corporation, set forth in full, is as follows
The name of the corporation shall be "HM Life Insurance Company".
- The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- The restated Articles of Incorporation supersedes the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

6 day of January

2006

Highmark Life Insurance Company

Name of Corporation

Paul R. Ph...

Signature

Secretary

Title

Commonwealth of Pennsylvania



INSURANCE DEPARTMENT

I, M. Diane Koken, Insurance Commissioner of the Commonwealth of Pennsylvania, do hereby certify that the

HM LIFE INSURANCE COMPANY
(Name To Be Changed From Highmark Life Insurance Company, Effective April 1, 2006)

located in Pittsburgh, Pennsylvania, is duly organized under the laws of this Commonwealth as a stock life insurance company and is authorized to issue policies and transact the business of Life and Annuities and Accident and Health Insurance, as mentioned in Section 202, subdivision (a), paragraphs (1) and (2) of the Act of May 17, 1921, P.L. 682, as amended.

In Witness Whereof, I have hereunto set my hand and caused my official seal to be affixed this 28th day of February, 2006.

M. Diane Koken

Insurance Commissioner





2003078
COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT
Office of Corporate and Financial Regulation
1348 Strawberry Square
Harrisburg, PA 17129
www.insurance.state.pa.us

Telephone (717) 783-2144
Fax (717) 787-9037

September 4, 2003

CERTIFIED MAIL

Ms. Liane Cagney
Westmont Associates, Inc.
25 Chestnut Street, Suite 105
Haddonfield, New Jersey 08033

RE: Redomestication of Highmark Life Insurance Company
from Connecticut to Pennsylvania

Dear Ms. Cagney:

Attached please find the original Order by which the Insurance Commissioner of the Commonwealth of Pennsylvania has approved the referenced transaction.

You will note there are a number of actions, provided in the stipulations of the Order, that must occur prior to the actual issuance of a domestic Certificate of Authority. Please feel free to contact me at (717) 783-2144 should you have any questions.

Very truly yours,

A handwritten signature in cursive script that reads "Cressinda E. Bybee".

Cressinda E. Bybee
Insurance Company Licensing Specialist
Company Licensing Division

2003076- 73

BEFORE THE INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re: : Pursuant to Sections 4161 and
: 4162 of the Business Corporation
Application of Highmark Life Insurance : Law of 1988, Act of December 21,
Company for Approval to Redomesticate : 1988, P. L. 1444, as amended,
from the State of Connecticut to the : 15 Pa.C.S. §§ 4161 and 4162, and
Commonwealth of Pennsylvania : Section 357 of the Insurance
: Company Law, Act of May 17,
: 1921, P.L. 682, No. 284, as
: amended, 40 P.S. § 477e
:
: Order No. ID-RC-03-30

DECISION AND ORDER

AND NOW, on this 4th day of September, 2003, M. Diane Koken,
Insurance Commissioner of the Commonwealth of Pennsylvania ("Commissioner"),
hereby makes the following Decision and Order:

Pursuant to the Business Corporation Law and the Insurance Company
Law and in consideration of the documents, presentations and reports received, as well as
other inquiries and studies as permitted by law, the Commissioner hereby makes the
following Findings of Fact:

FINDINGS OF FACT

Identity of the Parties

1. Highmark Life Insurance Company ("Highmark Life") is a foreign stock life insurance company organized under the laws of the state of Connecticut with its principal place of business located in Pittsburgh, Pennsylvania.
2. Highmark Life is a wholly-owned subsidiary of Highmark Life and Casualty Group, Inc.

3. Highmark Life and Casualty Group, Inc. and Highmark Life are members of a holding company system with Highmark Inc., a Pennsylvania non-profit corporation, as the ultimate parent.

Filing of the Application

4. On June 18, 2003, the Insurance Department of the Commonwealth of Pennsylvania ("Department") received an initial application (which, together with all material received subsequently, is collectively referenced as "Application") from Highmark Life for approval to redomesticate from the state of Connecticut to the Commonwealth of Pennsylvania.
5. The Application was filed pursuant to Sections 4161 and 4162 of the Business Corporation Law, as amended, 15 Pa.C.S. §§4161 and 4162 (cited as "Business Corporation Law"), and Section 357 of the Insurance Company Law, Act of May 17, 1921, P.L. 682, No. 284, as amended, 40 P.S. §477e (cited as "Insurance Company Law").

Notice of Filing and Comments

6. On July 5, 2003, the Department published notice in the Pennsylvania Bulletin that the Application was received and such notice invited interested persons to submit comments to the Department regarding the Application for 30 days following the date of the publication ("Comment Period").
7. During the Comment Period, the Department received no comments regarding the Application.

The Transaction

8. Highmark Life currently holds a Certificate of Authority in the Commonwealth of Pennsylvania as a foreign insurer to transact the accident & health, and life & annuities lines of business.
9. Highmark Life desires to redomesticate to the Commonwealth of Pennsylvania as a domestic stock life insurance company.
10. On May 20, 2003, the Board of Directors of Highmark Life passed a resolution deeming it in the best interest of the company to redomesticate from the state of Connecticut to the Commonwealth of Pennsylvania.
11. On May 21, 2003, Highmark Life and Casualty Group, Inc., as the sole shareholder of Highmark Life, passed a resolution deeming it in the best interest of Highmark Life to redomesticate from the state of Connecticut to the Commonwealth of Pennsylvania.

2003076-76

BEFORE THE INSURANCE COMMISSIONER
OF THE
COMMONWEALTH OF PENNSYLVANIA

In Re: : Pursuant to Sections 4161 and
: 4162 of the Business Corporation
Application of Highmark Life Insurance : Law of 1988, Act of December 21,
Company for Approval to Redomesticate : 1988, P. L. 1444, as amended,
from the State of Connecticut to the : 15 Pa.C.S. §§ 4161 and 4162, and
Commonwealth of Pennsylvania : Section 357 of the Insurance
: Company Law, Act of May 17,
: 1921, P.L. 682, No. 284, as
: amended, 40 P.S. § 477e
:
: Order No. ID-RC-03-30

ORDER

Upon consideration of the foregoing, the Insurance Commissioner of the Commonwealth of Pennsylvania ("Commissioner") hereby makes the following Order:

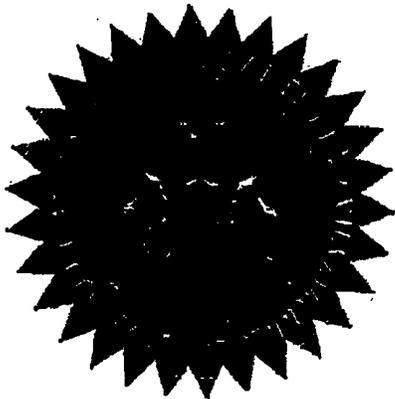
The Application of Highmark Life Insurance Company ("Highmark Life") for approval to redomesticate from the state of Connecticut to the Commonwealth of Pennsylvania and the issuance of a Certificate of Authority as a domestic stock life insurance corporation, as set forth in the Application, is hereby granted, subject to this Order and the following conditions:

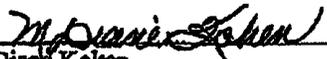
1. Highmark Life shall obtain approval of the redomestication from the Connecticut Insurance Department. A certified copy of the approval issued by the Connecticut Insurance Department shall be provided to the Commissioner within five (5) days of Highmark Life receiving the approval.
2. Highmark Life shall file Articles of Domestication with the Pennsylvania Department of State in accordance with subsection 4161(b) of the Business Corporation Law after receipt of the approval of the Connecticut Insurance Department.
3. Highmark Life shall comply with the requirements of 40 P.S. §991.1405(c)(3) and (4) prior to filing Articles of Domestication with the Pennsylvania Department of State.

2003076- 77

4. Highmark Life shall file a copy of the Articles of Domestication, as filed with the Pennsylvania Department of State, with the Department within ten (10) days of receipt from the Pennsylvania Department of State.
5. At the time the Articles of Domestication are filed with the Department, Highmark Life shall file an executed copy of Amended and Restated Bylaws that comply with the requirements of Chapter 31 of the Business Corporation Law.
6. At the time the Articles of Domestication are filed with the Department, Highmark Life shall surrender its current Certificate of Authority as a foreign insurance corporation in exchange for the issuance of a Certificate of Authority as a domestic stock life insurance corporation.

This Order is effective immediately.




M. Diane Koken
Insurance Commissioner
Commonwealth of Pennsylvania

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P. O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.DOS.STATE.PA.US/CORPS

HIGHMARK LIFE INSURANCE COMPANY

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.DOS.STATE.PA.US/CORPS OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)767-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER : 3169208

MICROFILM NUMBER : 2003080

MICROFILM START - END : 179 - 182

M BURR KEIM COMPANY
COUNTER

2003080-179



COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT
Office of Corporate and Financial Regulation
1245 Strawberry Square
Harrisburg, PA 17126
www.insurance.state.pa.us

Telephone (717) 783-2660
Fax (717) 787-8557

September 16, 2003

Robert Worthington
M. Burr Keim Company
2021 Arch Street
Philadelphia, PA 19103-1491

Also Via Fax: (215) 977-9386

RE: Name Approval
Highmark Life Insurance Company

Dear Mr. Worthington:

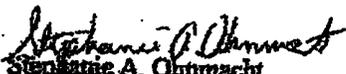
The following information is being provided in response to your request for name approval.

Please be advised that the phrasing of the above-referenced name has been reviewed and found to be acceptable to the Pennsylvania Insurance Department. You will need to submit a copy of this letter to the Pennsylvania Department of State, Corporation Bureau.

This Department does not reserve company names. Name reservations can be arranged with the Corporation Bureau at telephone number (717) 787-1057.

I trust that the information provided is responsive to your request. Please feel free to contact me at (717) 783-2660 should you have any questions.

Sincerely,


Stephanie A. Ommacht
Insurance Company Licensing Specialist
Company Licensing Division

UPE-0003150

200308 0-180

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

**Articles of Domestication-Foreign
(15 Pa.C.S.)**

Entity Number
3169208

Business Corporation (§ 4161)
 Nonprofit Corporation (§ 6161)

Name
M. BURR KEIM COMPANY

Address
2021 Arch Street

City State Zip Code
Philadelphia, PA 19103

Document will be returned to the same and address you enter to the left.
←

Fee: \$100

Filed in the Department of State on SEP 15 2003

Robert C. Cantor
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, qualified foreign corporation, desiring to become a domestic business or nonprofit corporation, hereby states that:

1. The name of the corporation is:
Highmark Life Insurance Company

2. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street	City	State	Zip	County
<u>120 Fifth Avenue, Fifth Avenue Place,</u>	<u>Pittsburgh,</u>	<u>PA</u>	<u>15222-3099</u>	<u>Allegheny</u>
(b) Name of Commercial Registered Office Provider				County

c/o:

3. Upon domestication, the corporation will be subject to the domestic corporation provisions of the Business Corporation Law of 1988 or the Nonprofit Corporation Law of 1988.

PA DEPT OF STATE
PA DEPT OF STATE
2003 OCT 22 PM 4:02
2003 SEP 16 PM 4:44

2003080-181

DSCB:15-4161/6161-2

4. ~~Strike out if inapplicable; otherwise check and, if applicable, complete, one or more of the following:~~

The purpose or purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania are: **Refer to attachment A**

~~The purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania are:~~

~~which business purposes may be accomplished in the Commonwealth of Pennsylvania.~~

~~The purposes for which the corporation is to be domesticated in the Commonwealth of Pennsylvania are:~~

~~which business purposes may be accomplished in the Commonwealth of Pennsylvania.~~

5. Check applicable paragraph:

The filing of these Articles of Domestication and, if desired, the renunciation of the original charter or articles of the corporation has been authorized by a majority vote of the votes cast by all shareholders entitled to vote thereon and, if any class of shares is entitled to vote thereon as a class, a majority of the votes cast in each class vote, or by any greater vote required by its charter.

~~The filing of these Articles of Domestication and, if desired, the renunciation of the original charter or articles of the corporation has been authorized by a majority vote of the votes cast by all shareholders entitled to vote thereon and, if any class of shares is entitled to vote thereon as a class, a majority of the votes cast in each class vote, or by any greater vote required by its charter.~~

6. ~~Strike out if inapplicable:~~ These Articles of Domestication include the additional provisions set forth in full in Exhibit A attached hereto and made a part hereof.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Domestication to be executed this

11th day of September

2003.

Highmark Life Insurance Company

Name of Corporation

Paul A. Robb

Signature

Paul A. Robb, Secretary

Title

2003080-182

Attachment A

4. The purpose of the corporation is to operate as a life insurance company with the authority to issue life insurance; annuities, including variable life and annuity contracts; general accident or travel insurance covering personal injury, disablement or death; disability insurance covering non-work related sickness or accidents; health insurance, including stop-loss for self-funded health plans, and any other similarly related type of insurance permitted by law, and to engage in any and all other activities for which insurance corporations may be incorporated under the Pennsylvania Business Corporation Law of 1988, as amended, and the Pennsylvania Insurance Company Law of 1921, as amended.
6. The authorized capital shall be fifty million dollars divided into two hundred fifty thousand shares of common stock with a par value of two hundred dollars each.

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P. O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.DOS.STATE.PA.US/CORPS

HIGHMARK LIFE INSURANCE COMPANY

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.DOS.STATE.PA.US/CORPS OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER : 3169208

MICROFILM NUMBER : 2003076

MICROFILM START - END : 068 - 077

M BURR KEIM CO
COUNTER

2003076-68



COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT
Office of Corporate and Financial Regulation
1348 Strawberry Square
Harrisburg, PA 17120
www.insurance.state.pa.us

Telephone (717) 783-2660
Fax (717) 787-8557

September 16, 2003

Robert Worthington
M. Burr Keim Company
2021 Arch Street
Philadelphia, PA 19103-1491

Also Via Fax: (215) 977-9386

RE: Name Approval
Highmark Life Insurance Company

Dear Mr. Worthington:

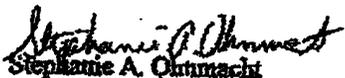
The following information is being provided in response to your request for name approval.

Please be advised that the phrasing of the above-referenced name has been reviewed and found to be acceptable to the Pennsylvania Insurance Department. You will need to submit a copy of this letter to the Pennsylvania Department of State, Corporation Bureau.

This Department does not reserve company names. Name reservations can be arranged with the Corporation Bureau at telephone number (717) 787-1057.

I trust that the information provided is responsive to your request. Please feel free to contact me at (717) 783-2660 should you have any questions.

Sincerely,


Stephanie A. Otmacht
Insurance Company Licensing Specialist
Company Licensing Division

UPE-0003155

2003076-69

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Application for Certificate of Authority
(15 Pa.C.S.)

Entity Number

3169208

- Foreign Business Corporation (§ 4124)
- Foreign Nonprofit Corporation (§ 6124)

Name

M. Burr Keim Company

Address

2021 Arch Street

City

State

Zip Code

Philadelphia, PA 19103

Document will be returned to the name and address you enter to the left.

Fee: \$180

Filed in the Department of State on

SEP 19 2003

D. L. C. Carter's

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned, hereby states that:

1. The name of the corporation is:

Highmark Life Insurance Company

2. Complete only when the corporation must adopt a corporate designator for use in Pennsylvania.
The name which the corporation adopts for use in this Commonwealth is:

3. If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following:
The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is: Connecticut

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

280 Trumbull Street, 15th Floor, Hartford, CT 06103

Number and street

City

State

Zip

PA DEPT OF STATE

2003 SEP 16 PM 4:44

PA DEPT OF STATE

2003 OCT 22 PM 4:02

6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street City State Zip County

120 Fifth Avenue, Fifth Avenue Place, Pittsburgh, PA 15222-3099 Allegheny

(b) Name of Commercial Registered Office Provider County

c/o: _____

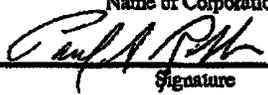
7. Check one of the following:

Business Corporation: The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

Nonprofit Corporation: The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for Certificate of Authority to be signed by a duly authorized officer thereof this 11th day of Sept, 2013.

Highmark Life Insurance Company
Name of Corporation


Signature

Paul A. Robb, Secretary
Title

2003076-71



COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT

CERTIFICATE OF AUTHORITY

Life

Effective Date: April 1, 2003

HIGHMARK LIFE INSURANCE COMPANY

NAIC NO. 93440

HAS COMPLIED WITH THE REQUIREMENTS OF THE LAWS OF THE COMMONWEALTH OF PENNSYLVANIA RELATING TO ADMISSION IN SAID COMMONWEALTH FOR THE PURPOSE OF TRANSACTING INSURANCE BUSINESS IN PENNSYLVANIA AND THAT THE ABOVE NAMED COMPANY IS HEREBY AUTHORIZED TO TRANSACT THE BUSINESS OF:

40-5-102 (a) (2)

Accident and Health

40-5-102 (a) (1)

Life and Annuities

FOR THE YEAR ENDING MARCH 31, 2004, IN ACCORDANCE WITH ITS CHARTER AND IN CONFORMITY WITH THE LAWS OF SAID COMMONWEALTH OF PENNSYLVANIA.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL, THE DATE AND YEAR FIRST ABOVE WRITTEN.

Diane Koken

M. DIANE KOKEN
INSURANCE COMMISSIONER

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.DOS.STATE.PA.US/CORPS

HM Life Insurance Company

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.DOS.STATE.PA.US/CORPS OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 3169208

CT Corporation System
100 Pine Street, Suite 325
Harrisburg, PA 17101

DSCR:15-1915/5915-2

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows:
The name of the corporation shall be "HLM Life Insurance Company".

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

6 day of January

2006

Hightower Life Insurance Company

Name of Corporation

Paul A. P...

Signature

Secretary

Title

Commonwealth of Pennsylvania



INSURANCE DEPARTMENT

I, M. Diane Koken, Insurance Commissioner of the Commonwealth of Pennsylvania, do hereby certify that the

HM LIFE INSURANCE COMPANY

(Name To Be Changed From Highmark Life Insurance Company, Effective April 1, 2006)

located in Pittsburgh, Pennsylvania, is duly organized under the laws of this Commonwealth as a stock life insurance company and is authorized to issue policies and transact the business of Life and Annuities and Accident and Health Insurance, as mentioned in Section 202, subdivision (a), paragraphs (1) and (2) of the Act of May 17, 1921, P.L. 682, as amended.

In Witness Whereof, I have hereunto set my hand
and caused my official seal to be affixed this
28th day of February, 2006.

M. Diane Koken
Insurance Commissioner



Document Divider

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Entity Number

919590

Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name
Diana P. Dunphy

Address
Cozen O'Connor, 1900 Market Street

City	State	Zip Code
Philadelphia	PA	19103

Document will be returned to the name and address you enter to the left.

←

Fee: \$52

Filed in the Department of State on _____

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:

HMO of Northeastern Pennsylvania, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
19 N. Main Street	Wilkes Barre	PA	18711	Luzerne

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____ N/A

3. The statute by or under which it was incorporated: Pennsylvania Nonprofit Corporation Law of 1972

4. The date of its incorporation: May 5, 1986

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. Check one of the following:

- The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

_____ day of _____,

_____.

HMO of Northeastern Pennsylvania, Inc.

Name of Corporation

By:

Signature

Title

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HMO OF NORTHEASTERN PENNSYLVANIA, INC.

The Amended and Restated Articles of Incorporation of HMO of Northeastern Pennsylvania, Inc. (the "Corporation") are as follows:

1. **Name:** HMO of Northeastern Pennsylvania, Inc.
2. **Address:** The address of the Corporation's registered office in the Commonwealth of Pennsylvania is 19 N. Main Street, Wilkes Barre, Pennsylvania 18711 and the county of venue is Luzerne County.
3. **Purpose:** The Corporation is incorporated under the provisions of the Pennsylvania Nonprofit Corporation Law of 1972 (the "NPCL"), and is organized and operated for the following purpose or purposes:
 - (i) The specific and primary purpose of the Corporation is to develop, establish, maintain and operate a Health Maintenance Organization pursuant to applicable state law, and to arrange for the provision of health care services on behalf of individuals enrolled in such organization through physicians and other health care providers who have contracted to provide health services to such individuals.
 - (ii) The Corporation shall further be empowered to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the NPCL, including but not limited to, carrying on of any activity and dealing with and expending any such property or income therefrom for any of the foregoing purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Amended and Restated Articles of Incorporation, the Bylaws of the Corporation, or any other limitations as are prescribed by law.
4. **Nonprofit:** The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
5. **Existence:** The term of existence of the Corporation is perpetual.
6. **Stock:** The Corporation is organized upon a stock share basis.
7. **Shares:**
 - (i) The aggregate number of shares which the Corporation is authorized to issue is One Million (1,000,000) shares of Common Stock, par value \$1.00 per share.
 - (ii) All shares of Common Stock will be identical and will entitle the holders thereof to the same rights and privileges.
8. **Management:** The business of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have the power to make Bylaws, rules and regulations for their own governance and for the governance and management of the Corporation and its work provided that said Bylaws are consistent with the Constitution of the United States and of the Commonwealth of Pennsylvania and with the provisions of these Amended and Restated Articles of Incorporation. The number of directors and their qualifications shall be fixed as specified in the Bylaws of the Corporation. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled according to procedures set forth in the Bylaws.
9. **Cumulative Voting:** The shareholders shall not have the right to cumulate their shares in voting for the election of directors.

Document Divider

APPLICANT'S ACCOUNT NO.

DSCB 15-7905 (Rev. 11-77)

Filing Fee: \$48
AR-11

Articles of
Amendment—
Domestic Nonprofit Corporation

8958 11

(Line for numbering)

666233-002

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this ... day of
AUG 1 1989
Commonwealth of Pennsylvania
Department of State

James J. Blaylock
Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of 15 Pa.C.S. §7905 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

INTER-COUNTY HEALTH PLAN, INC.

2. The address of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

~~720-81st Hill Road~~
(NUMBER)

Foxcroft Square

(STREET)

~~Horseshoe~~
(CITY)

denKintown

Pennsylvania 19044

(ZIP CODE)

3. The statute by or under which it was incorporated is:

Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania

4. The date of its incorporation is: April 18, 1978

5. (Check, and if appropriate, complete one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State

The amendment shall be effective on:

(DATE)

at

(HOUR)

6. (Check one of the following)

The amendment was adopted by the members pursuant to 15 Pa.C.S. §7904(a).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. §7904(b).

7. The amendment adopted by the corporation, set forth in full, is as follows:

See attached

IN TESTIMONY WHEREOF the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereto affixed this 31st day of July, 1989

INTER-COUNTY HEALTH PLAN, INC.
(NAME OF CORPORATION)

By: *[Signature]*
(SIGNATURE)
Chairman of the Board
(TITLE PRESIDENT VICE PRESIDENT ETC)

Attest: *[Signature]*
(SIGNATURE)

Secretary

(TITLE SECRETARY ASSISTANT SECRETARY ETC)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM.

- A. Any necessary copies of Form DSCB 17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. If the action was authorized by a body other than the board of directors Paragraph 6 should be modified accordingly.
- D. 15 Pa.C.S. §7906(c) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

43:11 40 3

8958 111

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTER-COUNTY HEALTH PLAN, INC.
UNDER
THE NONPROFIT CORPORATION LAW OF 1972
OF THE COMMONWEALTH OF PENNSYLVANIA

1. The name of the Corporation is INTER-COUNTY HEALTH PLAN, INC.
2. The location and post office address of its registered office in Pennsylvania is: 720 Blair Mill Road, Horsham, PA 19044-2244.
3. The purposes for which the Corporation is formed are:
 - (a) To establish, maintain and operate throughout the Commonwealth of Pennsylvania a nonprofit professional health services plan whereby medical and other services, or certain classes or kinds of medical and other services, may be provided in accordance with and subject to the provisions of Chapter 63 (Professional Health Service Plan Corporations), 1972, P.L. 1063, No. 271, as the same may be amended, and any other Act or Acts applicable to nonprofit corporations incorporated for the purpose of establishing, maintaining and operating a nonprofit professional health services plan;
 - (b) To act as a contracting agency or organization for the performance of functions under Section 1842 of Title XVIII of the Federal Social Security Act, as amended or supplemented, with power to perform all the services which may be required of a contracting agency or organization thereunder; to perform administrative services similar or related to those which may be required of an agency or organization thereunder in connection with any federal, state or local governmental health care program; to perform administrative services similar or related to those which may be required of such an agency or organization in connection with or associated with nongovernmental organizations, individuals, groups and agencies, in the health care field; and
 - (c) To do everything and anything necessary, suitable, proper, convenient and incidental to the aforesaid purposes or which may be done by a nonprofit corporation organized under the laws of the Commonwealth of Pennsylvania.

8959 120

4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members.

5. The term for which the Corporation is to exist is perpetual.

6. The Corporation is organized upon a non-stock basis.

7. The Corporation shall have members as provided in its bylaws.

8. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, pay over and transfer all of the assets of the Corporation to Medical Service Association of Pennsylvania.

Microfilm Number _____

Filed with the Department of State on FEB 12 1993

Entity Number 666233

[Signature]

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

1. The name of the corporation is: Inter-County Health Plan, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>720 Blair Mill Road</u>	<u>Horsham</u>	<u>PA</u>	<u>19044-2244</u>	<u>Montgomery</u>
Number and Street...	City	State	Zip	County

(b) c/o: _____ County
Name of Commercial Registered Office Provider

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Nonprofit Corporation Law of 1972 of the Commonwealth of Pennsylvania

4. The date of its incorporation is: April 18, 1978

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the members (or shareholders) pursuant to 15 Pa.C.S. § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 5914(b).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

DSCB:15-5915 (Rev 90)-2

8. (Check, if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 10th day of February, 1993.

INTER-COUNTY HEALTH PLAN, INC.

(Name of Corporation)

BY: George L. Harmon

(Signature)

TITLE: President

93 FEB 12 PM 4: 18

PA DEPT. OF STATE

UPE-0003172

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTER-COUNTY HEALTH PLAN, INC.
UNDER
THE NONPROFIT CORPORATION LAW OF 1988
OF THE COMMONWEALTH OF PENNSYLVANIA

1. The name of the Corporation is INTER-COUNTY HEALTH PLAN, INC.
2. The location and address of its registered office in Pennsylvania is: 720 Blair Mill Road, Horsham, PA 19044-2244.
3. The purposes for which the Corporation is formed are:
 - (a) To establish, maintain and operate throughout the Commonwealth of Pennsylvania a nonprofit professional health services plan whereby medical and other services, or certain classes or kinds of medical and other services, may be provided in accordance with and subject to the provisions of Chapter 63 (Professional Health Service Plan Corporations), 1972, P.L. 1063, No. 271, as the same may be amended, and any other Act or Acts applicable to nonprofit corporations incorporated for the purpose of establishing, maintaining and operating a nonprofit professional health services plan;
 - (b) To act as a contracting agency or organization for the performance of functions under Section 1842 of Title XVIII of the Federal Social Security Act, as amended or supplemented, with power to perform all the services which may be required of a contracting agency or organization thereunder; to perform administrative services similar or related to those which may be required of an agency or organization thereunder in connection with any federal, state or local governmental health care program; to perform administrative services similar or related to those which may be required of such an agency or organization in connection with or associated with nongovernmental organizations, individuals, groups and agencies, in the health care field; and
 - (c) To do everything and anything necessary, suitable, proper, convenient and incidental to the aforesaid purposes or which may be done by a nonprofit corporation organized under the laws of the Commonwealth of Pennsylvania.
4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members.
5. The term for which the Corporation is to exist is perpetual.

6. The Corporation is organized upon a non-stock basis.

7. The Corporation shall have Class A and Class B members as provided in its bylaws.

8. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, pay over and transfer one-half of the assets of the Corporation to each of Medical Service Association of Pennsylvania and Independence Blue Cross.

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTER-COUNTY HOSPITALIZATION PLAN, INC.
UNDER
THE NONPROFIT CORPORATION LAW OF 1972
OF THE COMMONWEALTH OF PENNSYLVANIA

1. The name of the Corporation is INTER-COUNTY HOSPITALIZATION PLAN, INC.

2. The location and post office address of its registered office in Pennsylvania is: 720 Blair Mill Road, Horsham, PA 19044-2244. (46)

3. The purposes for which the Corporation is formed are:

(a) To establish, maintain and operate throughout the Commonwealth of Pennsylvania a nonprofit hospital plan whereby hospitalization and other services may be provided in accordance with and subject to the provisions of Chapter 61 (Hospital Plan Corporations), 1972, P.L. 1063, No. 271, as the same may be amended, and any other Act or Acts applicable to nonprofit corporations incorporated for the purpose of establishing, maintaining and operating a nonprofit hospital plan;

(b) To act as a contracting agency or organization for the performance of functions under Section 1841 of Title XVIII of the Federal Social Security Act, as amended or supplemented, with power to perform all the services which may be required of a contracting agency or organization thereunder; to perform administrative services similar or related to those which may be required of an agency or organization thereunder in connection with any federal, state or local governmental health care program; to perform administrative services similar or related to those which may be required of such an agency or organization in connection with or associated with nongovernmental organizations, individuals, groups and agencies, in the health care field; and

(c) To do everything and anything necessary, suitable, proper, convenient and incidental to the aforesaid purposes or which may be done by a nonprofit corporation organized under the laws of the Commonwealth of Pennsylvania.

4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members.

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5. The term for which the Corporation is to exist is perpetual.

6. The Corporation is organized upon a non-stock basis.

7. The Corporation shall have members as provided in its bylaws.

8. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, pay over and transfer all of the assets of the Corporation to Medical Service Association of Pennsylvania.

Microfilm Number _____

Filed with the Department of State on _____

FEB 12 1993

Entity Number 172759

[Signature]
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5815 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

1. The name of the corporation is: Inter-County Hospitalization Plan, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 720 Blair Mill Road Horsham PA 19044-2244 Montgomery
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Nonprofit Corporation Law, 1933, P.L. 289 (Nonprofit Hospital Plan Act, 1933, June 21, P.L. 1946)

4. The date of its incorporation is: January 7, 1938

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

____ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the members (or shareholders) pursuant to 15 Pa.C.S. § 5914(a).

____ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 5914(b).

7. (Check, and if appropriate complete, one of the following):

____ The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

DSCB:15-6915 (Rev 90)-2

8. (Check, if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 10th day of February, 19 93.

INTER-COUNTY HOSPITALIZATION PLAN, INC.

(Name of Corporation)

BY: [Signature]

(Signature)

TITLE: [Signature]

93 FEB 12 PM 4: 19

PA DEPT. OF STATE

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INTER-COUNTY HOSPITALIZATION PLAN, INC.
UNDER
THE NONPROFIT CORPORATION LAW OF 1968
OF THE COMMONWEALTH OF PENNSYLVANIA**

1. The name of the Corporation is INTER-COUNTY HOSPITALIZATION PLAN, INC.
2. The location and address of its registered office in Pennsylvania is: 720 Blair Mill Road, Horsham, PA 19044-2244.
3. The purposes for which the Corporation is formed are:
 - (a) To establish, maintain and operate throughout the Commonwealth of Pennsylvania a nonprofit hospital plan whereby hospitalization and other services may be provided in accordance with and subject to the provisions of Chapter 61 (Hospital Plan Corporations), 1972, P.L. 1063, No. 271, as the same may be amended, and any other Act or Acts applicable to nonprofit corporations incorporated for the purpose of establishing, maintaining and operating a nonprofit hospital plan;
 - (b) To act as a contracting agency or organization for the performance of functions under Section 1841 of Title XVIII of the Federal Social Security Act, as amended or supplemented, with power to perform all the services which may be required of a contracting agency or organization thereunder; to perform administrative services similar or related to those which may be required of an agency or organization thereunder in connection with any federal, state or local governmental health care program; to perform administrative services similar or related to those which may be required of such an agency or organization in connection with or associated with nongovernmental organizations, individuals, groups and agencies, in the health care field; and
 - (c) To do everything and anything necessary, suitable, proper, convenient and incidental to the aforesaid purposes or which may be done by a nonprofit corporation organized under the laws of the Commonwealth of Pennsylvania.
4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members.
5. The term for which the Corporation is to exist is perpetual.
6. The Corporation is organized upon a non-stock basis.

7. The Corporation shall have members as provided in its bylaws.

8. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, pay over and transfer one-half of the assets of the Corporation to each of Medical Service Association of Pennsylvania and Independence Blue Cross.

CERTIFICATE OF SUMMARY

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

In compliance with the requirements of 15 Pa. S. §7321 (relating to filing of certificate of summary of record by corporations incorporated prior to 1973), the undersigned entity, desiring to file a document in the Department of State under the Nonprofit Corporation Law of 1972 (15 Pa. S. §7301 et seq.), or to secure from the Department any certificate to the effect that the corporation is a corporation duly incorporated and existing under the laws of this Commonwealth or a certified copy of the Articles of the corporation, does hereby certify that:

1. The name of the corporation is Inter-County Hospitalization Plan, Inc.
2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department) Foxcroft Square, Old York Road, Jenkintown, Pennsylvania 19046.
3. The statute by or under which it was incorporated is the Nonprofit Corporation Law, 1933, May 5, P. L. 289 (Nonprofit Hospital Plan Act, 1933, June 21, P. L. 1948).
4. The corporation was originally incorporated on January 7, 1938, under the following name: Abington Hospitalization Plan, Inc.

The corporation was incorporated by Decree of Court of Common Pleas of Montgomery County, Pennsylvania, entered on January 7, 1938.

5. The Articles of Incorporation and the Decree of the Court of Common Pleas were both recorded in the Office of the Recorder of Deeds in and for Montgomery County in Charter Book No. 2, Page 453, on

3-1-73.36 556

February 7, 1938.

6. This certificate is being delivered to the Department of State contemporaneously with amended and restated Articles of the corporation filed under the NPCL.

7. Each name by which the corporation was known, other than its original name and its current name, and the date or dates on which each change of name of the corporation became effective, are as follows:

<u>Name</u>	<u>Effective Date Of Adoption</u>
Abington Hospitalization Plan, Inc.	February 7, 1938
Inter-County Hospitalization Plan, Inc.	June 23, 1938

IN TESTIMONY WHEREOF, the undersigned corporation has caused this certificate to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 24th day of July, 1973.

INTER-COUNTY HOSPITALIZATION PLAN, INC.

By *Arthur J. Bellis*
PRESIDENT
(Title)

Attest: *George L. ...*
TREASURER
(Title)

(Corporate Seal)

3-1-73.36 - 557

COPY

ABINGTON HOSPITALIZATION PLAN, INC.

ARTICLES OF INCORPORATION

(1) The name of the corporation shall be ABINGTON HOSPITALIZATION PLAN, INC.

(2) The location and post office address of its initial registered office shall be Abington, Montgomery County, Pennsylvania.

(3) The purpose of the corporation shall be to establish, maintain and operate a non-profit hospital plan whereby hospitalization may be provided to subscribers to such plan by any hospital with which the corporation has a contract for such hospitalization. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members.

(4) The term of the corporation's existence shall be perpetual.

(5) The names, residences and post office addresses of the incorporators are as follows:

George F. Tyler,	Newtown, Bucks County, Pennsylvania
John Gilbert,	Rydal, Montgomery County, Pennsylvania
Robert Sewell,	Rydal, Montgomery County, Pennsylvania
Howard MacBain	910 E. Greenwood Ave., Jenkintown, Montgomery County, Pennsylvania
L. R. Dutton,	201 Washington Lane, Jenkintown, Montgomery County, Pennsylvania
C. Brewster Rhoads	Huntingdon Valley, Montgomery County, Pennsylvania

(6) The corporation shall be managed by a Board of Directors.

The names and addresses of the persons who are to act as Directors for the first year are:

George F. Tyler, Newtown, Bucks County, Pennsylvania
John Gilbert, Rydal, Montgomery County, Pennsylvania
Robert Sewell, Rydal, Montgomery County, Pennsylvania
Howard MacBain, 910 E. Greenwood Ave., Jenkintown,
Montgomery County, Pennsylvania
L. R. Dutton, 210 Washington Lane, Jenkintown,
Montgomery County, Pennsylvania
C. Brewster Rhoads, Huntingdon Valley, Montgomery County,
Pennsylvania
Wharton Sinkler, Ashbourne Road and Washington Lane, Elkins
Park, Montgomery County, Pennsylvania
Thomas Ross, Doylestown, Bucks County, Pennsylvania
George W. Elkins, Second Street Pike, Huntingdon Valley,
Montgomery County, Pennsylvania

(7) The corporation will be organized upon a nonstock basis.

(8) The corporation will have assets of Five Thousand Dollars
(\$5,000.00) cash with which to commence its corporate functions.

(9) The name and residence of the Treasurer is Robert Sewell,
Rydal, Montgomery County, Pennsylvania.

(signed) GEORGE F. TYLER (Seal)
George F. Tyler

JOHN GILBERT (Seal)
John Gilbert

ROBERT SEWELL (Seal)
Robert Sewell

HOWARD MacBAIN (Seal)
Howard MacBain

L. R. DUTTON (Seal)
L. R. Dutton

C. BREWSTER RHOADS (Seal)
C. Brewster Rhoads

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF PHILADELPHIA)

On this 29th day of November, A. D. 1937, before me the subscriber, a Notary Public in and for said Commonwealth, residing at Philadelphia, Pennsylvania, personally appeared the above named JOHN GILBERT, ROBERT SEWELL and C. BREWSTER RHOADS, and acknowledged the above foregoing Articles of Incorporation to be the act of the incorporators of ABINGTON HOSPITALIZATION PLAN, INC., to the end that the same might be recorded as such; and also acknowledged that the said instrument was signed by them as incorporators of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by seal the day and year aforesaid.

(signed) ELBERT WILLIAMSON
NOTARY PUBLIC
(seal) My Commission expires
March 7, 1939

IN THE COURT OF COMMON PLEAS OF MONTGOMERY COUNTY,
PENNSYLVANIA

In re: Amendment to Articles of Incorporation of
Abington Hospitalization Plan, Inc.

DECREE

AND NOW, to wit, June 23rd, 1938, the Amendment to the Articles of Incorporation of Abington Hospitalization Plan, Inc., having been duly presented in open Court and it appearing that the proposed amendment is for the purpose of changing the corporate name and that the written consent to the amendment has been given by all members entitled to vote thereon; and it appearing that the Department of State of the Commonwealth of Pennsylvania has found that the proposed name is available for corporate use and has duly registered the name and has issued to the corporation a certificate that the proposed name has been duly registered, and furthermore that the Insurance Department of the Commonwealth of Pennsylvania has no objection to the change of name, and proofs of publication of notice of this application as required by the Act of Assembly and Rules of this Court in such case made and provided having been presented, the Court being of the opinion that the Amendment to the Articles of Incorporation is lawful, will be beneficial and not injurious to the community, and does not conflict with the requirements of the Act of Assembly approved the 5th day of May, A. D., 1933, certifies the same and ORDERS AND DECREES that the Amendment to the Articles of Incorporation of Abington Hospitalization Plan, Inc., is approved and that upon the recording of the Amendment

and this Order, the name of Abington Hospitalization Plan, Inc., shall from thenceforth be Inter-County Hospitalization Plan, Inc., and said amendment shall be part of the Charter of said corporation.

By the Court,

George C. Corson
J.

3-1-73.36 562

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

In compliance with the requirements of 15 Pa. S. Sec. 7507 (b) relating to change of registered office, the undersigned nonprofit corporation, desiring to effect a change in registered office, does hereby certify that:

1. The name of the corporation is Inter County Hospitalization Plan, Inc.
2. The address of its present registered office in this Commonwealth is Foxcroft Square, Old York Road, Jenkintown, Pennsylvania 19046.
3. The address to which the registered office in this Commonwealth is to be changed is Easton Road and Wesley Avenue, Glenside, Pennsylvania 19030.
4. Such change was authorized by resolution duly adopted by at least a majority of the members in office of the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this statement to be signed by a duly authorized officer, and its corporate seal, duly attested by another such officer, to be hereunto affixed, this 31st day of July, 1973.

INTER-COUNTY HOSPITALIZATION PLAN, INC.

By: *Arthur L. Mills*
President

Attest:
George H. Peterman
Treasurer

Title

(Corporate Seal)



3-1-73.36 563

Approved and filed in the Department of State on
August 6, 1973.

C. McLaughlin Tucker

Secretary of the Commonwealth

TES/as

RECEIVED

'73 AUG 6 AM 11:36

DEPARTMENT
OF
STATE

APPLICANT'S ACCOUNT NO.

DSCB 15-7905 (Rev. 11-77)

Filing Fee, \$40
AR-11

Articles of
Amendment—
Domestic Nonprofit Corporation

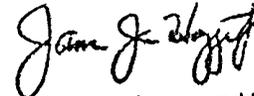
89581201

(Line for numbering)

172759-007

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this AUG 07 1989 day of
Commonwealth of Pennsylvania
Department of State



Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of 15 Pa.C.S. §7905 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

INTER-COUNTY HOSPITALIZATION PLAN, INC.

2. The address of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

Easton Road & Wesley Avenue

(NUMBER)

(STREET)

Glenside

Pennsylvania

19030

(CITY)

(ZIP CODE)

3. The statute by or under which it was incorporated is:

Nonprofit Corporation Law of 1933 of the Commonwealth of Pennsylvania

4. The date of its incorporation is: January 7, 1938

5. (Check, and if appropriate, complete one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on:

(DATE)

at

(HOUR)

6. (Check one of the following).

The amendment was adopted by the members pursuant to 15 Pa.C.S. §7904(a).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. §7904(b).

7. The amendment adopted by the corporation, set forth in full, is as follows:

See attached

89591250

IN TESTIMONY WHEREOF the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereto affixed this 31st day of July 1989

INTER-COUNTY HOSPITALIZATION PLAN, INC.
(NAME OF CORPORATION)

By

[Handwritten Signature]
(SIGNATURE)

Chairman of the Board
(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest

[Handwritten Signature]
(SIGNATURE)

Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM.

- A. Any necessary copies of Form DSCB.17.2 (Consent to Appropriation of Name) or Form DSCB.17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. If the action was authorized by a body other than the board of directors Paragraph 6 should be modified accordingly.
- D. 15 Pa.C.S. 17906(c) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

Document Divider

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KEYSTONE HEALTH PLAN WEST, INC.

In compliance with the requirements of the Pennsylvania Business Corporation Law, Section 806 (relating to articles of amendment), the undersigned, desiring to amend and restate the Articles of Incorporation of Keystone Health Plan West, Inc., filed on November 27, 1985, hereby provides that the Articles shall be amended so as to read as herein set forth and certifies that:

1. The name of the Corporation is:
Keystone Health Plan West, Inc.
2. The address of the Corporation's registered office in this Commonwealth, including street and number is:
Foster Plaza VI
681 Andersen Drive
Pittsburgh, PA 15220
3. The Corporation is incorporated under the Pennsylvania Business Corporation Law. The purposes of the

Corporation are to establish, operate and maintain health maintenance organizations in accordance with the Pennsylvania Health Maintenance Organization Act, Act No. 234 of 1980, as amended; to do everything and anything necessary, suitable, proper, convenient and incidental to the aforesaid purposes; and to engage in any and all other lawful purposes, activities, and pursuits which may be done by a business corporation organized for such purposes under the laws of the Commonwealth of Pennsylvania.

4. The term of the Corporation's existence is perpetual.
5. The Corporation is organized on a stock share basis.
 - a. The Corporation shall be authorized to issue an aggregate number of one hundred fifty thousand (150,000) shares of stock, consisting of seventy-five thousand (75,000) shares of Class A Common Stock with a one dollar (\$1.00) par value per share, and seventy-five thousand (75,000) shares of Class B Common Stock with a one dollar (\$1.00) par value per share, for a total amount of authorized capital stock of one hundred fifty thousand dollars (\$150,000).
 - b. At each meeting of the shareholders, the holders of outstanding shares of the Class A Common Stock and the Class B Common Stock shall have the same voting powers, to wit: one vote for each share, subject, however, to the limitations that after the term of the initial Board of Directors named in the Articles of Incorporation, the Board of Directors shall be divided into two classes, consisting of an equal number of members and designated as Class A Directors and Class B Directors, or such greater number of classes as shall be prescribed in the By-laws, with the holders of Class A Common Stock having the sole right to vote for and elect any and all Class A

Directors, the holders of Class B Common Stock having the sole right to vote for and elect any and all Class B Directors, and the holders of both Class A Stock and the holders of Class B Stock having the right to vote for and elect any other class of directors.

- c. Further designations, preferences, qualifications, limitations, restrictions, and special or relative rights of the classes of stock may be prescribed in the By-laws.
6. The number, qualifications, terms of office, manner of election, powers and duties of the Directors of the Corporation shall be prescribed in the By-laws. Cumulative voting shall not be permitted with respect to the election of either the Class A Directors or Class B Directors but shall be permitted with respect to the election of any other class of directors.
7. The name and address of the incorporator is:

Keystone Health Plans, Inc.
100 Senate Avenue
Camp Hill, PA 17011
8. The Articles of Incorporation may be amended only upon the affirmative vote of the holders of a majority of the outstanding shares of each class of Common Stock or the written consent of the holders of all of the outstanding shares of each class of Common Stock.
9. The By-laws of the Corporation may be adopted, altered, amended, or repealed only upon the affirmative vote of

the holders of a majority of the outstanding shares of each class of Common Stock or the written consent of the holders of all the outstanding shares of each class of Common Stock.

10. No shareholder of the Corporation shall be entitled to any preemptive rights.
11. The names and addresses of each of the persons who are to act as Directors as of the adoption of these Articles of Amendment and until the election of their successors are:

- (i) Robert E. Edmiston, M.D., Senior Vice President
Professional Affairs
Pennsylvania Blue Shield
1800 Center Street
Camp Hill, PA 17011
- (ii) Leroy K. Mann, President
Pennsylvania Blue Shield
1800 Center Street
Camp Hill, PA 17011
- (iii) James R. Miller, District Manager
Outside Facilities Engineering
Bell of Pennsylvania
1233 Linden Street
Allentown, PA 18102
- (iv) Robert E. Patterson, Senior Vice President
Finance and Legal
Pennsylvania Blue Shield
1800 Center Street
Camp Hill, PA 17011
- (v) Raleigh Wingfield
Commonwealth of Pennsylvania
Division of Employee Development
Department of Public Welfare
901 North 7th Street
Harrisburg, PA 17120

9651- 635

Microfilm Number _____

Filed with the Department of State On

JUL 22 1996

Entity Number

896084

Secretary of the Commonwealth

Walter Kunda

94

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Keystone Health Plan West, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 301 Fifth Avenue Building Pittsburgh PA 15220 Allegheny
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: The Pennsylvania Business Corporation Law, Act of May 5, 1933.

4. The date of its incorporation is: November 27, 1985

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. The amendment was adopted by the shareholders of the corporation pursuant to 15 Pa.C.S. §1914.

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation is set forth in full on Exhibit A attached hereto and made a part hereof.

JUL 22 96

PA Dept. of State

9651- 636

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized representative this 30th day of May, 1996.

KEYSTONE HEALTH PLAN WEST, INC.
(Name of Corporation)

BY: *Gregory R Melanick*
TITLE: PRESIDENT

EXHIBIT A**AMENDMENTS TO THE AMENDED AND RESTATED ARTICLES
OF INCORPORATION OF KEYSTONE HEALTH PLAN WEST, INC.**

1. Article 5, Section a is hereby amended in its entirety to read as follows:
 - a. The Corporation shall be authorized to issue an aggregate number of one hundred seventy thousand (170,000) shares of stock. The shares of authorized stock of the Corporation shall be divided into two (2) classes of voting stock (the "Voting Common Stock"), with seventy-five thousand (75,000) shares with a one dollar (\$1.00) par value per share stock designated as Class A Common Stock and with seventy-five thousand (75,000) shares of one dollar (\$1.00) par value per share stock designated as Class B Common Stock, and into one class of nonvoting stock which shall consist of twenty thousand (20,000) shares of one cent (\$.01) par value per share stock designated as Class P Nonvoting Common Stock. The rights, privileges, terms and restrictions of the Class P Nonvoting Stock are set forth in Section d of this Article 5.

2. The following section is hereby added at the end of Article 5:
 - d. **Terms of Class P Nonvoting Common Stock**

Shares of Class P Nonvoting Common Stock ("Class P Stock") shall have the following rights, privileges, terms and restrictions:

 - (i) ***Dividend Rights of Class P Stock.*** Dividends may be paid in cash or otherwise upon the Class P Stock out of the portion of the assets of the Corporation legally available therefor equal to the capital contributions made by holders of the Class P Stock that have not been previously distributed to the holders of the Class P Stock (the "Class P Equity") plus twenty percent (20%) of the Pittsburgh Medicare Business Retained Earnings (as defined herein) or minus twenty percent (20%) of the Pittsburgh Medicare Business Retained Loss (as defined herein), as the case may be (said amount being the "Class P Distribution Amount"). The declaration and payment of such dividends, including without limitation the amount thereof, if any, shall at all times be solely in the discretion of the Board of Directors of the Corporation or other person, entity, group or committee having authority over such matters.

 - (ii) ***Restrictions on Dividend Payments with respect to other Classes or Series of Stock.*** Dividends may be paid at the sole discretion of

the Board of Directors or other person, entity, group or committee having authority over such matters in cash or otherwise upon the Class A Common Stock and Class B Common Stock of the Corporation and any and all other classes and series of stock of the Corporation from time to time issued (collectively with the Class A Common Stock and Class B Common Stock, the "Non-Class P Stock") out of the assets of the Corporation legally available therefor; provided, however, that for so long as any shares of Class P Stock are outstanding, (a) dividends shall not be declared or paid with respect to Non-Class P Stock from Class P Equity and (b) dividends shall not be declared or paid with respect to Non-Class P Stock from Pittsburgh Medicare Business Retained Earnings unless aggregate dividends (including any declared and paid concurrently with the dividends declared and paid with respect to Non-Class P Stock) have been declared and paid with respect to the Class P Stock from Pittsburgh Medicare Business Retained Earnings in an amount equal to or greater than twenty percent (20%) of the aggregate amount of the dividends declared and paid with respect to the Class P Stock and Non-Class P Stock from Pittsburgh Medicare Business Retained Earnings.

(iii) *Discrimination Between Non-Class P Stock and Class P Stock.* The Board of Directors or other person, entity, group or committee having authority over such matters, subject to the provisions of subparagraphs (i) and (ii), may, in its sole discretion, declare dividends payable exclusively to the holders of Non-Class P Stock or exclusively to the holders of Class P Stock, or payable to both in equal or unequal amounts, notwithstanding the respective amounts available for dividends to each class, the respective voting and liquidation rights of each class, the amount of prior dividends declared on each class or any other factor. To the extent the assets of the Corporation at any time legally available to be distributed as dividends consist of Pittsburgh Medicare Business Retained Earnings and/or Class P Equity and other assets, the Board of Directors or other person, entity, group or committee body having authority over such matters may, in its sole discretion, determine whether and in what amount dividends are declared and paid from Class P Equity, Pittsburgh Medicare Business Retained Earnings and/or such other assets. Nothing in this Article shall be deemed to affect the relative rights and preferences of different classes or series of Non-Class P Stock.

(iv) *No Restriction on Certain Stock Dividends.* Nothing in this Article shall be deemed to restrict in any manner the declaration or payment of a dividend with respect to Non-Class P Stock to the extent it consists of and is paid in shares of Non-Class P Stock.

(v) **Definitions.** For purposes of this Article:

(a) "Pittsburgh Medicare Business Retained Earnings" and "Pittsburgh Medicare Business Retained Loss" shall mean the separate retained earnings or loss, as the case may be, of the Pittsburgh Medicare Business, which shall be equal to the separate net income or loss, as the case may be, of the Pittsburgh Medicare Business determined on an aggregate basis in accordance with generally accepted accounting principles applied on a consistent basis ("GAAP") from the date Class P Stock is first issued by the Corporation, reduced by the aggregate amount of any dividends or other distributions made from time to time by the Corporation with respect to the Class P Stock and Non-Class P Stock from Pittsburgh Medicare Business Retained Earnings.

(b) "Pittsburgh Medicare Business" shall mean the business of arranging and/or paying for the provision of, or providing, medical services to Medicare Participants in the Allegheny, Armstrong, Beaver, Butler, Washington and Westmoreland Counties, Pennsylvania (the "Six Counties") under direct contractual arrangements between the Corporation and the United States government or its agencies or instrumentalities or any other governmental body or under similar plans or arrangements whereby such governmental body makes payments to the Corporation, which arrangements may include, by way of example, use of health maintenance organizations or point of service methods of providing such services.

(vi) **Voting Rights of Class P Stock.** The holders of Class P Stock shall have no right to vote their shares of such stock, including with respect to the election of directors or an increase in the number of authorized shares of Class P Stock, except as may otherwise be provided by applicable law. Among other things, the holders of Class P Stock shall have no right to vote with respect to amendments to these Articles that authorize any other classes or series of stock of the Corporation, or that authorize the Board of Directors of the Corporation or any other person, entity, group or committee to declare the rights, preferences and terms of any other classes or series of stock, so long as the amendment or grant of authority to the Board of Directors or other person, entity, group or committee does not amend or violate or grant to the Directors or any other person, body or

entity the authority to amend or violate the dividend restriction set forth in paragraph (ii) of this Article or the liquidation rights of the Class P Stock set forth in paragraph (vii) of this Article.

(vii) *Liquidation Rights.* In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after there shall have been paid or set apart for the holders of preferred stock, if any, the full preferential amounts to which they are entitled, the holders of Class P Stock shall receive from the assets remaining for distribution to the stockholders of the Corporation an amount equal to the Class P Distribution Amount (if said amount is greater than zero); provided, however, that if the assets remaining for distribution to the stockholders of the Corporation are less than the net worth of the Corporation determined in accordance with GAAP as of the time of distribution of such assets, the holders of Class P Stock shall receive the pro rata share of such assets determined based on the percentage of said net worth represented by the Class P Distribution Amount. In any case, the remainder of said assets shall be available for distribution to the holders of Non-Class P Stock.

(viii) *No Right of Class P Stock to Participate in Other Businesses.* Except as otherwise agreed by the Corporation and the holders of Class P Stock in writing, shares of Class P Stock shall not be entitled to participate in or receive dividends with respect to any businesses of the Corporation other than the Pittsburgh Medicare Business, including without limitation any business similar to the Pittsburgh Medicare Business that is offered or provided by the Corporation outside the Six Counties.

3. Article 8 is hereby amended in its entirety to read as follows:
 8. The Articles of Incorporation may be amended only upon the affirmative vote of the holders of a majority of the outstanding shares of each class of Voting Common Stock of the written consent of the holders of all of the outstanding shares of each class of Voting Common Stock.
4. Article 9 is hereby amended in its entirety to read as follows:
 9. The By-Laws of the Corporation may be adopted, altered, amended or repealed only upon the affirmative vote of the holders of a majority of the outstanding shares of each class of Voting Common Stock or the written consent of the holders of all the outstanding shares of each class of Voting Common Stock.

200047-1208

Microfilm Number _____

Filed with the Department of State on JUN 16 2000

Entity Number 896084

Kim Fitzgerald
Secretary of the Commonwealth JK

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Keystone Health Plan West, INC.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 120 Fifth Avenue, Fifth Avenue Place, Pittsburgh, PA 15222-3099 Allegheny
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: The PA Business Corporation Law, Act of May 5, 1933

4. The date of its incorporation is: November 27, 1985

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

PA. DEPT. OF STATE

2000 JUN 16 AM 9:39

200047-1208

DSCR: 15-1915 (Rev. 90)
P. O. NALY COMPANY, PGH., PA 15219

JUN 16 2000

Microfilm Number _____

Filed with the Department of State of _____

Entity Number 896084

Kim M. ...
Secretary of the Commonwealth *JK*

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Keystone Health Plan West, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 120 Fifth Avenue, Fifth Avenue Place, Pittsburgh, PA 15222-3099 Allegheny
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: The PA Business Corporation Law, Act of May 5, 1933

4. The date of its incorporation is: November 27, 1985

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
 The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).
 The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

Approved, Effective 7/18/2000
Pennsylvania Insurance Department
By *Robert A. N. ...*

PA DEPT OF STATE
2000 JUN 16 AM 9:39

KEYSTONE HEALTH PLAN WEST, INC.

**Consent to the Taking of Corporate
Action by Sole Shareholder**

The undersigned, being authorized to vote all of the Class A and Class B shares of stock in Keystone Health Plan West, Inc., a Pennsylvania corporation (the "Corporation"), with the same effect under Section 1766(a) of the Pennsylvania Business Corporation Law and Article V Section 12 of the Bylaws of the Corporation, as if such action had been taken at a duly called meeting of the sole shareholder of the Corporation, hereby approves the following Resolutions:

WHEREAS, the Corporation has entered into a contract with the Health Care Financing Administration ("HCFA") to provide medical services to participants in the federal Medicare program; and

WHEREAS, the territory covered under the Corporation's contract with HCFA includes Allegheny, Armstrong, Beaver, Butler, Washington and Westmoreland counties (the "Pittsburgh Area"); and

WHEREAS, on May 15, 1996, the Board of Directors authorized the Corporation to add to the authorized capital of the Corporation a class of stock having a par value of \$.01 per share to be known as Class P Nonvoting Common Stock ("Class P Stock"), which would provide capital to develop the business contemplated by the Corporation's contract with HCFA in the Pittsburgh Area; and

WHEREAS, on September 30, 1996, Veritus Inc. (the former Blue Cross of Western Pennsylvania), Medical Service Association of Pennsylvania (the former Pennsylvania Blue Shield), The University of Pittsburgh Medical Center System ("UPMCS") and the Corporation entered into a Subscription and Stockholders' Agreement (the "Agreement") pursuant to which UPMCS purchased 10,000 shares of Class P Stock in the Corporation; and

WHEREAS, following the offer by UPMCS to sell all of the Class P Stock held by UPMCS to the Corporation, on January 6, 2000, the Board of Directors authorized the Corporation to repurchase all of the Class P Stock held by UPMCS; and

200047-1211

WHEREAS, in light of the foregoing, on February 17, 2000, the Board of Directors authorized the Corporation to retire and cancel all of the shares of Class P Stock; and

WHEREAS, all shares of Class P Stock are retired and canceled; and

WHEREAS, in connection with the retirement and cancellation of all of the shares of Class P Stock, it is necessary and appropriate to amend the Amended and Restated Articles of the Corporation (the "Articles") and the Bylaws of the Corporation; and

WHEREAS, the Articles and the Bylaws of the Corporation each provide that the Articles and Bylaws may be adopted, altered, amended or repealed only upon the affirmative vote or written consent of the holders of all of the outstanding shares of each class of Common Stock;

NOW, THEREFORE, BE IT RESOLVED, that, the sole shareholder of the Corporation hereby approves the amendment of the Articles and the Bylaws of the Corporation, as set forth hereinbelow; and

I. Amendment of the Amended and Restated Articles of Incorporation

A. Article 5, Section a. of the Articles be and is hereby amended in its entirety to read as follows:

a. The Corporation shall be authorized to issue an aggregate number of one hundred fifty thousand (150,000) shares of stock (the "Common Stock"). The shares of authorized stock of the Corporation shall be divided into two (2) classes of stock, with seventy-five thousand (75,000) shares with a one dollar (\$1.00) par value per share stock designated as Class A Common Stock, and with seventy-five thousand (75,000) shares of one dollar (\$1.00) par value per share stock designated as Class B Common Stock.

B. Article 5, Section d. of the Articles be and is hereby deleted in its entirety.

C. Article 8 of the Articles be and is hereby amended in its entirety to read as follows:

The Articles of Incorporation may be amended only upon the affirmative vote of the holders of a majority of the outstanding shares of each class of Common Stock or the written consent of the holders of all of the outstanding shares of each class of Common Stock.

D. Article 9 of the Articles be and is hereby amended in its entirety to read as follows:

The Bylaws of the Corporation may be adopted, altered, amended or repealed only upon the affirmative vote of the holders of a majority of the outstanding shares of each class of Common Stock or the written consent of the holders of all of the outstanding shares of each class of Common Stock.

II. Amendment of the Bylaws

A. Article IV of the Bylaws be and is hereby amended in its entirety to read as follows:

The Corporation shall be authorized to issue an aggregate number of one hundred fifty thousand (150,000) shares of stock (the "Common Stock"). The shares of authorized stock of the Corporation shall be divided into two (2) classes of stock, with seventy-five thousand (75,000) shares with a one dollar (\$1.00) par value per share stock designated as Class A Common Stock, and with seventy-five thousand (75,000) shares of one dollar (\$1.00) par value per share stock designated as Class B Common Stock.

B. Article V Section 5 of the Bylaws be and is hereby amended in its entirety to read as follows:

At each meeting of the stockholders, the holders of outstanding shares of Class A Common Stock and the holders of the outstanding shares of Class B Common Stock shall have the same voting powers, to wit: one vote for each share, subject however to the limitations contained in the Articles of Incorporation. Every stockholder having the right to vote shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by said stockholder and delivered to the Secretary at the meeting. No proxy shall be valid after one (1) year from the date of its execution, unless otherwise provided in the proxy. The record of the votes made by the Secretary, which shall show whether the same were cast in person or by proxy, shall be evidence of all such elections.

C. Article V Section 13 of the Bylaws be and is hereby amended by striking the word "Voting".

D. Article XII Section 2 of the Bylaws be and is hereby amended by striking the word "Voting" wherever it appears herein.

E. Article XIII Section 2 of the Bylaws be and is hereby amended by striking the word "Voting".

F. Article XIV Section 6 of the Bylaws be and is hereby amended by striking the word "Voting".

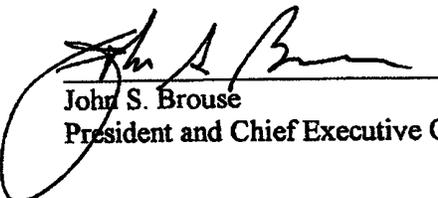
G. Article XVII of the Bylaws be and is hereby deleted in its entirety.

H. Article XVIII of the Bylaws be and is hereby amended by striking the word "Voting" wherever it appears herein.

RESOLVED FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized and directed to take or cause to be taken any and all such additional or other actions, including without limitation, filing Articles of Amendment with the Pennsylvania Department of State and with the Insurance Department of the Commonwealth of Pennsylvania, and providing a copy of the Bylaws to the Insurance Department of the Commonwealth of Pennsylvania, and to execute or cause to be executed such additional or other documents, certificates, writings or other instruments as may be deemed by such officer or officers in their discretion necessary, desirable or appropriate in order to carry out the intent and accomplish the purposes of the foregoing Resolutions.

EXECUTED, as of the 26th day of May, 2000, by the undersigned President and Chief Executive Officer of Highmark Inc., who has been duly authorized by the said Corporation to vote its stock in Keystone Health Plan West, Inc. upon the matters contained in the above Resolutions.

HIGHMARK INC.



John S. Brouse
President and Chief Executive Officer

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

- Business Corporation (§ 1915)
 Nonprofit Corporation (§ 5915)

Name	Edward A. Bittner, Jr.		
Address	120 Fifth Avenue, Suite 2180		
City	State	Zip Code	
Pittsburgh, PA	15222	3099	

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-BUSINESS 3 Page(s)



Fee: \$70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Keystone Health Plan West, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
120 Fifth Avenue, Fifth Avenue Place,	Pittsburgh,	PA	15222	Allegheny

(b) Name of Commercial Registered Office Provider _____ County _____
c/o _____

3. The statute by or under which it was incorporated: Pennsylvania Business Corporation Act of 1933

4. The date of its incorporation: November 27, 1985

5. Check, and if appropriate complete, one of the following:

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

PA DEPT. OF STATE

JUL - 8 2010

6. Check one of the following:

The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

The amendment adopted by the corporation, set forth in full, is as follows

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

6th _____ day of July _____,

2010 _____

Keystone Health Plan West, Inc.
Name of Corporation

Edward [Signature]
Signature

Corporate Secretary
Title

Amendment of Articles

The Articles are amended as set forth below:

Article 5, Section b. of the Articles is amended to read in its entirety as follows:

- a. At each meeting of the stockholders, the holders of outstanding shares of the Class A Common Stock and the Class B Common Stock shall have the same voting powers, to wit: one vote for each share.

Article 6 of the Articles is amended to read in its entirety as follows:

The number, qualifications, terms of office, manner of election, powers and duties of the Directors of the Corporation shall be prescribed in the By-Laws.

Article 8 of the Articles is amended to read in its entirety as follows:

The Articles of Incorporation may be amended only upon the affirmative vote of the holders of a majority of the outstanding shares of Common Stock or the written consent of the holders of all of the outstanding shares of Common Stock.

Article 9 of the Articles is amended to read in its entirety as follows:

The Bylaws of the Corporation may be adopted, altered, amended or repealed only upon the affirmative vote of the holders of a majority of the outstanding shares of Common Stock or the written consent of the holders of all the outstanding shares of Common Stock.

Document Divider

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

OCTOBER 14, 2010

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

UNITED CONCORDIA COMPANIES, INC.

I, Basil L Merenda, Secretary of the Commonwealth of Pennsylvania

do hereby certify that the foregoing and annexed is a true and correct

copy of

- 1 ARTICLES OF INCORPORATION filed on June 19, 1992,**
- 2 ARTICLES OF AMENDMENT-BUSINESS filed on July 1, 1994,**
- 3 ARTICLES MERGER/CONSOLIDATION-ALL TYPES filed on September 29, 1995,**
- 4 ARTICLES MERGER/CONSOLIDATION-ALL TYPES filed on December 19, 1997,**
- 5 ARTICLES MERGER/CONSOLIDATION-ALL TYPES filed on September 23, 1999,**

(List of documents continued on next page)

(List of documents continued)

6 CHANGE OF REGISTERED OFFICE - Domestic filed on June 13, 2000

which appear of record in this department.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Basil L. Merenda

Secretary of the Commonwealth

9249-391

Filed with the Department of State on JUN 19 1992

Microfilm Number: _____

Entity Number 2095475

[Handwritten Signature]

Secretary of the Commonwealth

ARTICLES OF INCORPORATION

DSCB:15-1306(Rev 89)

Indicate type of domestic corporation (check one):

- Business stock (15 Pa. C.S. § 1306) ___ Professional (15 Pa. C.S. § 2903)
- Business-nonstock (15 Pa. C.S. § 2102) ___ Management (15 Pa. C.S. § 2701)
- Business-statutory close (15 Pa. C.S. § 2304a is applicable) ___ Cooperative (15 Pa. C.S. § 7701)

1. The name of the corporation is: Concordia Resources, Inc.

This corporation is incorporated under the provisions of the Business Corporation Law of 1988.

2. The address of this corporation's initial (a) registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is:

(a) <u>1800 Center Street,</u>	<u>Camp Hill,</u>	<u>PA</u>	<u>17089-0006</u>	<u>Cumberland</u>
Number and Street	City	State	Zip	County

(b) _____	County
Name of Commercial Registered Office Provider	

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The aggregate number of shares authorized is: 1,000 Common (other provisions, if any, attach 8 1/2 x 11 sheet)

4. The name and address, including street and number, if any, of each incorporator is:			
Name	Address	Signature	Date
<u>Pennsylvania Blue Shield</u>	<u>1800 Center Street</u> <u>Camp Hill, PA 17089-0006</u>	<i>[Handwritten Signature]</i> <u>Walter F. Froh, Senior</u> <u>Vice President</u>	<u>6/18/92</u>

5. The specified effective date, if any, is: _____
month day year hour, if any

6. Any additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet.

7. Statutory close corporation only: Neither the corporation nor any shareholder shall make an offering of any of its shares or any class that would constitute a "Public Offering" within the meaning of the Securities Act of 1933 (15U.S.C. § 77A et seq.).

Certification#: 9059790-1 Page 1 of 14

8. Business cooperative corporations only: (Complete and strike out inapplicable term) The common bond of membership among its members/shareholders is: _____

Microfilm Number _____

Entity Number 2095475

Filed with the Department of State on JUL 01 1994

Robert J. ...
ACTING Secretary of the Commonwealth

ARTICLES OF AMENDMENT - DOMESTIC BUSINESS CORPORATION

In compliance with the requirements of 15 Pa. C.S. §1915, (relating to articles of amendment), the undersigned business corporation, desiring to amend its articles, hereby states that:

1. The name of the corporation is: **Concordia Resources, Inc.**
2. The address of the registered office of the corporation in Pennsylvania (which is located in Cumberland County) is:

1800 Center Street
Camp Hill, PA 17089-0006
3. The statute under which the corporation was incorporated is: **Business Corporation Law of 1988.**
4. The date of its incorporation is: **June 19, 1992.**
5. The amendment shall be effective upon the filing of these articles of amendment in the Department of State.
6. The amendment was adopted by the shareholders pursuant to 15 Pa.C.S. § 1914(a) and (b).
7. The amendment adopted by the corporation, set forth in full, is as follows:

The name of the Corporation shall be changed from **Concordia Resources, Inc.** to **United Concordia Companies, Inc.**

IN TESTIMONY WHEREOF, the undersigned corporation has caused these articles of amendment to be signed by a duly authorized officer thereof on JULY 1, 19 94.

CONCORDIA RESOURCES, INC.
By: *John S. Brouse*
John S. Brouse, Board Chairman

9059-506

Microfilm Number _____

Filed with the Department of State on SEP 29 1995

Entity Number 20111

Joyette Kank
Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: UNITED CONCORDIA COMPANIES, INC.

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 1800 Center Street Camp Hill PA 17089
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

____ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip County

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows: N/A

Name of Corporation Address of Registered Office or Name of Commercial Registered Office Provider County

Certification#: 9059790-1 Page 3 of 14

SEP 29 95

9506-597

DSCB:15-1926 (Rev 90)-2

4. (Check, and if appropriate complete, one of the following):

___The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

XThe plan of merger shall be effective on October 1, 1995 at 12:01 a.m.
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
<u>United Concordia Companies, Inc.</u>	<u>The plan of merger was adopted by action of the board of directors and shareholders of the domestic corporation pursuant to 15 Pa. C.S. §1924(a).</u>

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

XThe plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

___Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

Number and Street	City	State	Zip

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 26th day of September, 1995.

UNITED CONCORDIA COMPANIES, INC.
(Name of Corporation)

BY: [Signature]
(Signature)

TITLE: PRESIDENT AND CHAIRMAN OF THE BOARD

DENTAL MANAGEMENT CORPORATION
(Name of Corporation)

BY: Wayne A. [Signature]
(Signature)

TITLE: PRESIDENT

**PLAN OF MERGER
OF
DENTAL MANAGEMENT CORPORATION
INTO
UNITED CONCORDIA COMPANIES, INC.**

This PLAN OF MERGER entered into this 7th day of September, 1995, by and between DENTAL MANAGEMENT CORPORATION, a Maryland corporation (hereinafter referred to as "DMC"), and UNITED CONCORDIA COMPANIES, INC., a Pennsylvania corporation (hereinafter referred to as "UCCI" or the "Surviving Corporation").

WITNESSETH:

WHEREAS, DMC is a corporation duly organized and validly existing under the laws of the State of Maryland, and UCCI is a corporation duly organized and validly existing under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, DMC has authorized capital of 200,000 shares of common stock, par value of \$0.01 per share, 159,367 of which are presently issued and outstanding and are owned, legally and beneficially, by UCCI; and

WHEREAS, the respective Boards of Directors of DMC and UCCI and the sole shareholder of UCCI deem it advisable and in the best interests of such corporations that DMC be merged with and into UCCI (the "Merger") upon the terms and subject to the conditions hereinafter provided, and have approved and adopted resolutions approving this Plan of Merger.

NOW THEREFORE, in consideration of the premises and the mutual agreements herein contained, and intending to be legally bound hereby, DMC and UCCI agree that, pursuant to the applicable laws of the Commonwealth of Pennsylvania, the applicable laws of the State of Maryland, and subject to the terms and conditions hereinafter set forth, DMC shall be merged with and into UCCI and that the terms and conditions of such Merger, including this mode of carrying the same into effect and the manner of canceling and retiring the shares of DMC shall be as follows:

1. **Merger.** At the Effective Time (as defined herein) and in accordance with applicable law, DMC shall merge with and into UCCI, which shall be the Surviving Corporation and UCCI shall continue its corporate existence as a Pennsylvania corporation, to be governed by the laws of the Commonwealth of Pennsylvania.

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2. Effective Time of Merger. The Merger shall become effective at 12:01 a.m. on October 1, 1995 (the "Effective Time").

3. Articles of Incorporation. The Articles of Incorporation of UCCI as in effect immediately prior to the Effective Time shall constitute and continue as the Articles of Incorporation of the Surviving Corporation from and after the Effective Time until the same shall again be duly amended in accordance with the applicable law.

4. By-Laws. The By-Laws of UCCI as in effect immediately prior to the Effective Time shall be and remain the By-Laws of the Surviving Corporation from and after the Effective Time until the same shall be duly amended or repealed in accordance with the provisions thereof and the applicable law.

5. Directors and Officers. The directors of UCCI immediately prior to the Effective Time shall be the directors of the Surviving Corporation from and after the Effective Time, to hold such office subject to the By-Laws of the Surviving Corporation and the applicable law. The officers of UCCI immediately prior to the Effective Time shall be the officers of the Surviving Corporation, to hold such office subject to the By-Laws of the Surviving Corporation and the applicable law.

6. Manner and Basis of Converting Shares.

(a) DMC Shares. Each authorized share of DMC common stock (including DMC common stock which is issued and outstanding or which is held in the treasury of DMC) at the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and retired.

(b) UCCI Shares. Each authorized share of UCCI common stock (including any common stock which is issued and outstanding or which is held in the treasury of UCCI) at the Effective Time shall not be changed, canceled or converted by reason of the Merger but shall be and remain the same as before the Effective Time of the Merger.

7. Discontinuance of Separate Existence. At the Effective Time, the separate existence of DMC shall cease and the rights, privileges, powers and franchises of DMC, of a public as well as of a private nature, shall be vested in and possessed by the Surviving Corporation, subject to all the restrictions, disabilities and duties of DMC; and all the rights, privileges, powers and franchises of DMC, and all property, real, personal and mixed, and trademarks, together with the goodwill related thereto, and all debts due to DMC on whatever account, as well for stock subscriptions as all other things in action or belonging to DMC, shall

be vested in the Surviving Corporation, and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of DMC, and the title to any real estate vested by deed or otherwise, under the laws of the Commonwealth of Pennsylvania, the State of Maryland, or of any other jurisdiction, in DMC, shall not revert or in any way be impaired by reason of the Merger herein provided for; provided, however, that all rights of creditors and all liens upon any property of DMC shall be preserved unimpaired, limited in lien to the property affected by such liens at the time of such Merger, and all debts, liabilities and duties of DMC shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties have been incurred or contracted by it.

8. **Further Assistance.** If at any time UCCI shall determine or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to UCCI, as the Surviving Corporation, any right, title, or interest of DMC held immediately prior to the Effective Time, DMC and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in UCCI as shall be necessary to carry out the purposes of this Plan of Merger, and UCCI and the proper officers and directors thereof are fully authorized to take any and all such action in the name of DMC or otherwise.

9. **Corporation Acts, Etc.** All corporate acts, plans, policies, approvals and authorizations of DMC, its shareholders, Boards of Directors, committees elected or appointed by the Boards of Directors, officers or agents, which were valid and effective immediately prior to the Effective Time shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to DMC.

10. **Termination.** This Plan of Merger and the Articles of Merger relating thereto may be terminated for any reason, prior to the Effective Time, by the Boards of Directors of both DMC and UCCI.

11. **Counterparts.** This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

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IN WITNESS WHEREOF, each of DMC and UCCI has caused this Agreement and Plan of Merger to be signed by its duly authorized officers and attested by its Secretary or Assistant Secretary as of the date first above written.

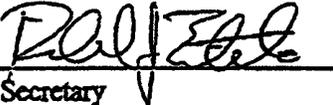
ATTEST:


Secretary

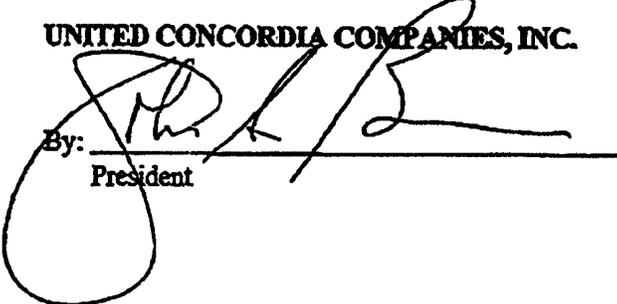
DENTAL MANAGEMENT CORPORATION

By: 
President

ATTEST:


Secretary

UNITED CONCORDIA COMPANIES, INC.

By: 
President

(contracts/dmcmcr2.doc)

9792-125

Microfilm Number _____

Filed with the Department of State on DEC 19 1997

Entry Number 2095475

[Signature]

Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: United Concordia Companies, Inc.

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>1800 Center Street</u>	<u>Camp Hill</u>	<u>PA</u>	<u>17089-0006</u>	<u>Cumberland</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

Number and Street	City	State	Zip	County
-------------------	------	-------	-----	--------

(b) c/o: _____
 Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street	City	State	Zip	County
-------------------	------	-------	-----	--------

3 The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
<u>M.I.D.A., Inc., a Michigan corporation which is not qualified in Pennsylvania</u>		

Certification# 9059790-1 Page 9 of 14

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9790-184

4 (Check, and if appropriate complete, one of the following):

___The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

XThe plan of merger shall be effective on December 31, 1997 at 11:59 p.m.
Date Hour

5 The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation	Manner of adoption
<u>United Concordia Companies, Inc.</u>	<u>- Meeting of Board of Directors on 12/1/97</u>
<u>M.I.D.A., Inc.</u>	<u>- Meeting of Board of Directors on 12/1/97</u>

6 (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7 (Check, and if appropriate complete, one of the following):

___The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

XPursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

<u>1800 Center Street</u>	<u>Camp Hill</u>	<u>PA</u>	<u>17089-0006</u>
Number and Street	City	State	Zip

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 16th day of December, 1997.

United Concordia Companies, Inc.
(Name of Corporation)
BY: Thomas A. Dzugan
(Signature)
TITLE: President

M.I.D.A., Inc.
(Name of Corporation)
BY: Thomas A. Dzugan
(Signature)
TITLE: President

Microfilm Number 9969-742

Filed with the Department of State on SEP 23 1999

Entity Number 2095475

[Signature]
Secretary of the Commonwealth

ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCB:15-1926 (Rev 90)

[Handwritten mark]

In compliance with the requirements of 15 Pa.C.S. § 1926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: United Concordia Companies, Inc.

2. (Check and complete one of the following):

The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 1800 Center Street Camp Hill PA 17089-0006 Cumberland
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a qualified foreign business corporation incorporated under the laws of _____ and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

3. The name and the address of the registered office in this Commonwealth or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Name of Corporation	Address of Registered Office or Name of Commercial Registered Office Provider	County
<u>MIDA Administration Group, Inc., a Michigan corporation which is not qualified</u>	<u>in Pennsylvania</u>	

Certification#: 9059790-1 Page 11 of 14

9969-743

4. (Check, and if appropriate complete, one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on: September 30, 1999 at 11:59 p.m.
Date Hour

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of Corporation	Manner of Adoption
United Concordia Companies, Inc.	Via Unanimous Written Consent of Directors dated
September 23, 1999	

6. (Strike out this paragraph if no foreign corporation is a party to the merger). The plan was authorized, adopted or approved, as the case may be, by the foreign business corporation (or each of the foreign business corporations) party to the plan in accordance with the laws of the jurisdiction in which it is incorporated.

7. (Check, and if appropriate complete, one of the following):

The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

Pursuant to 15 Pa.C.S. § 1901 (relating to omission of certain provisions from filed plans) the provisions, if any, of the plan of merger that amend or constitute the operative Articles of Incorporation of the surviving corporation as in effect subsequent to the effective date of the plan are set forth in full in Exhibit A attached hereto and made a part hereof. The full text of the plan of merger is on file at the principal place of business of the surviving corporation, the address of which is:

1800 Center Street	Camp Hill	PA	17089-0006	Cumberland
Number and Street	City	State	Zip	County

IN TESTIMONY WHEREOF, the undersigned corporation or each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 23rd day of September, 19 99

United Concordia Companies, Inc.

(Name of Corporation)

BY: Thomas A. Dugan
(Signature)

TITLE: President

MIDA Administration Group, Inc.

(Name of Corporation)

BY: Thomas A. Dugan
(Signature)

TITLE: President

JUN 13 2000

Microfilm Number 200046-1426

Filed with the Department of State on _____

Entity Number 2095475

[Signature]
Secretary of the Commonwealth *[Signature]*

STATEMENT OF CHANGE OF REGISTERED OFFICE

DSCB:15-1507/4144/5507/6144/8506 (Rev 90)

Indicate type of entity (check one):

- Domestic Business Corporation (15 Pa.C.S. § 1507)
- Foreign Nonprofit Corporation (15 Pa.C.S. § 6144)
- Foreign Business Corporation (15 Pa.C.S. § 4144)
- Domestic Limited Partnership (15 Pa.C.S. § 8506)
- Domestic Nonprofit Corporation (15 Pa.C.S. § 5507)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name of the corporation or limited partnership is: United Concordia Companies, Inc.

2. The (a) address of this corporation's or limited partnership's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>1800 Center Street</u>	<u>Camp Hill</u>	<u>PA</u>	<u>17089</u>	<u>Cumberland</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

3. (Complete part (a) or (b)):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

<u>4401 Deer Path Road</u>	<u>Harrisburg</u>	<u>PA</u>	<u>17110</u>	<u>Dauphin</u>
Number and Street	City	State	Zip	County

(b) The registered office of the corporation or limited partnership shall be provided by:

c/o: _____
Name of Commercial Registered Office Provider County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purpose.

200046-1427

4. (Strike out if a limited partnership): Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation or limited partnership has caused this statement to be signed by a duly authorized officer thereof this 12th day of June, 2000.

United Concordia Companies, Inc.

(Name of Corporation/Limited Partnership)

BY: _____

Thomas A. Juyulko
(Signature)

TITLE: _____

President and CEO

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

469

UNITED CONCORDIA DENTAL PLANS OF PENNSYLVANIA, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 1078387

MICROFILM NUMBER: 2000046

1430-1431

UNITED CONCORDIA COMPANIES INC
PO BOX 898206
CAMP HILL PA 17089-8206

JUL 13 2000

UPE-0003227

Microfilm Number 200046-1430

Filed with the Department of State on JUN 13 2000

Entity Number 1078387

Kim Fitzgerald
Secretary of the Commonwealth JK

STATEMENT OF CHANGE OF REGISTERED OFFICE
DSCB:15-1507/4144/5507/6144/8506 (Rev 90)

Indicate type of entity (check one):

- Domestic Business Corporation (15 Pa.C.S. § 1507) Foreign Nonprofit Corporation (15 Pa.C.S. § 6144)
- Foreign Business Corporation (15 Pa.C.S. § 4144) Domestic Limited Partnership (15 Pa.C.S. § 8506)
- Domestic Nonprofit Corporation (15 Pa.C.S. § 5507)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name of the corporation or limited partnership is: United Concordia Dental Plans of Pennsylvania, Inc.

2. The (a) address of this corporation's or limited partnership's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>1800 Center Street</u>	<u>Camp Hill</u>	<u>PA</u>	<u>17089</u>	<u>Cumberland</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

3. (Complete part (a) or (b)):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

<u>4401 Deer Path Road</u>	<u>Harrisburg</u>	<u>PA</u>	<u>17110</u>	<u>Dauphin</u>
Number and Street	City	State	Zip	County

(b) The registered office of the corporation or limited partnership shall be provided by:

c/o: _____
Name of Commercial Registered Office Provider County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

PA. DEPT. OF STATE
2000 JUN 13 PM 2:33

200046-1431

4. (Strike out if a limited partnership): Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation or limited partnership has caused this statement to be signed by a duly authorized officer thereof this 12th day of June, 2000.

United Concordia Dental Plans
of Pennsylvania, Inc.

(Name of Corporation/Limited Partnership)

BY:

Thomas A. Zyzanski
(Signature)

TITLE: President

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

643

UNITED CONCORDIA DENTAL PLANS OF PENNSYLVANIA, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 1078387

MICROFILM NUMBER: 09828

1716-1718

L A BRESLIN
UNITED CONCORDIA COMPANIES INC
PO BOX 890089
CAMP HILL PA 17089-0089

UPE-0003230

7060-1/16

MAR 23 1998

Microfilm Number _____
Entity Number 1078387

Filed with the Department of State on _____
[Signature]
Secretary of the Commonwealth

JK

STATEMENT OF CHANGE OF REGISTERED OFFICE

DSCB:15-1507/4144/5507/6144/8506 (Rev 89)

Indicate type of entity (check one):

- Domestic Business Corporation**
(15 Pa.C.S. § 1507)
- Foreign Business Corporation**
(15 Pa.C.S. § 4144)
- Domestic Nonprofit Corporation**
(15 Pa.C.S. § 5507)
- Foreign Nonprofit Corporation**
(15 Pa.C.S. § 6144)
- Domestic Limited Partnership**
(15 Pa.C.S. § 8506)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name of the corporation or limited partnership is:
United Concordia Dental Plans of Pennsylvania, Inc.

2. The (a) address of this corporation's or limited partnership's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) _____

(b) c/o: CT Corporation System Chester County

Name of Commercial Registered Office Provider County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

3. (Complete part (a) or (b)):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:
1800 Center Street, Camp Hill, PA 17089 Cumberland County

(b) The registered office of the corporation or limited partnership shall be provided by:
by: _____
c/o: _____

Name of Commercial Registered Office Provider County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

PA DEPT. OF STATE
MAR 23 1998
PA DEPT. OF STATE
APR 13 1998

9828-1717

Sole Shareholder

4. Such change was authorized by the ~~Board of Directors~~ of the corporation. (not applicable to limited partnerships)

IN TESTIMONY WHEREOF, the undersigned corporation or limited partnership has caused this statement to be signed by a duly authorized officer this 18th day of March, 1998.

United Concordia Dental Plans of Pennsylvania, Inc.

Name of Corporation/Limited Partnership

BY:

Rajala

(Signature)

TITLE: Corporate Secretary

CT CORPORATION SYSTEM

1635 Market Street
Philadelphia, PA 19103
Tel. 215 563 4474
Fax 215 563 7771

April 23, 1997

Arlene Witkoski
United Concordia Companies, Inc.
1800 Center Street
Camp Hill, PA 17011

**RE: United Concordia Dental Plans of Pennsylvania (F/N)
United Concordia Dental Plans of Pennsylvania, Inc.
Fmly: Alternative Dental Care of Pennsylvania, Inc.**

Dear Arlene:

Enclosed please find the original Application for Cancellation of Fictitious Name as well as the Articles of Amendment for the above-referenced which have been placed on microfilm by the Pennsylvania Department of State. The attached represents the final evidence that will be issued regarding the above filings.

Very truly yours,



Peggy Routzahn
Sr. Customer Specialist

/pr
Encs.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

683

UNITED CONCORDIA DENTAL PLANS OF PENNSYLVANIA

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2707931

MICROFILM NUMBER: 09728

1136-1137

CT CORP SYSTEM
COUNTER

UPE-0003234

9728-1136

Microfilm Number _____

Filed with the Department of State on _____

APR 10 1997

Entity Number 2707931

Shelley R. ...
Secretary of the Commonwealth

**APPLICATION FOR AMENDMENT, CANCELLATION OR WITHDRAWAL
FICTITIOUS NAME**
DSCB:54-312/313 (Rev 90)

Indicate type of transaction (check one):

Application for Amendment of Fictitious Name Registration (54 Pa.C.S. § 312)

Application for Cancellation of Fictitious Name Registration (54 Pa.C.S. § 313)

Application for Withdrawal from Fictitious Name Registration (54 Pa.C.S. § 313)

In compliance with the requirements of 54 Pa.C.S. Ch.3 (relating to fictitious names), the undersigned entity or entities, desiring to amend, cancel or to withdraw from a fictitious name registration, hereby state(s) that:

1. The fictitious name as heretofore registered is: United Concordia Dental Plans of Pennsylvania

2. The address of the principal place of business of the business or other activity carried on under or through the fictitious name, including number and street, if any, is (the Department is authorized to conform to the records of the Department):

1800 Center Street	Camp Hill	PA	17011	Cumberland
Number and Street	City	State	Zip	County

3. The last preceding filing with respect to this fictitious name was made in the Department of State on: 07/31/96
(Date)

at 9653-434
(Roll and Film)

4. (Check one or more of the following, as appropriate):

A. The fictitious name has been changed to: _____

B. The principal place of business set forth in paragraph 2 has been changed to (P.O. Box alone is not acceptable):

Number and Street	City	State	Zip	County
-------------------	------	-------	-----	--------

C. The following party(ies) has (have) been added to the registration and their signature(s) appear(s) at the end of this application:

Name	Number and Street	City	State	Zip
------	-------------------	------	-------	-----

APR 10 97

PA Dept. of State

9728-1137

DSCB:54-312/313 (Rev 90)-2

D. The following party(ies) has (have) withdrawn from the business or other activity carried on under or through the fictitious name and their signature(s) appear(s) at the end of this application:

Name Number and Street City State Zip

Blank lines for party information.

E. X The fictitious name registration is cancelled.

5. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is: operation of a risk-assuming preferred provider organization

6. (Strike out if a withdrawal or cancellation): This amendment, without reference to any other filing, sets forth all information with respect to the fictitious name which would be required in an original filing under the Fictitious Names Act.

7. (Strike out if a withdrawal or cancellation): The applicant is familiar with the provisions of 54 Pa.C.S. § 332 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.

8. (Optional-See Instruction F): This application has been executed by an agent heretofore designated for that purpose in a prior filing in this registration.

IN TESTIMONY WHEREOF, the undersigned has (have) caused this Application for Amendment, Cancellation or Withdrawal Fictitious Name to be executed this 7th day of April, 19 97.

Withdrawing parties signature(s)

Adding parties signature(s)

Blank lines for withdrawing parties signatures.

Blank lines for adding parties signatures.

All current parties signature(s)

Blank lines for all current parties signatures.

Alternative Dental Care of Pennsylvania, Inc.

(Name of Entity)

BY:

Signature of Richard J. Enterline

(Signature)

Richard J. Enterline, Esq. Corporate Secretary

TITLE:

(Name of Entity)

BY:

(Signature)

TITLE:

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

706

UNITED CONCORDIA DENTAL PLANS OF PENNSYLVANIA, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 1078387

MICROFILM NUMBER: 09728

1177-1178

CT CORP SYSTEM
COUNTER

UPE-0003237

9728-1178

3. (Check if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 7th day of April 19 97.

Alternative Dental Care of Pennsylvania, Inc.
(Name of Corporation)

BY: Thomas A. Dzuryachko
(Signature)

Thomas A. Dzuryachko
TITLE: President

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

11

UNITED CONCORDIA DENTAL PLANS OF PENNSYLVANIA

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2707931

MICROFILM NUMBER: 09653

0434-0435

CSC NETWORKS
COUNTER

UPE-0003240

9653-434

Microfilm Number _____

Entity Number 2707931

Filed with the Department of State on JUL 31 1996

Johnette K...
Secretary of the Commonwealth

**APPLICATION FOR REGISTRATION
OF FICTITIOUS NAME**

DSCB:54-311 (Rev 89)

In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity(ies) desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby state(s) that:

1. The fictitious name is: United Concordia Dental Plans of Pennsylvania

2. The address, including street and number, if any, of the principal place of business is: (P.O. Box alone is not acceptable)

<u>1800 Center Street</u>	<u>Camp Hill</u>	<u>PA</u>	<u>17089</u>	<u>Cumberland</u>
Number and Street	City	State	Zip	County

3. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is:

Operation of a risk-assuming preferred provider organization

4. The name and address, including street and number, if any, of each individual interested in the business is:

Name	Street and Number	City	State	Zip
<u>n/a</u>				

JUL 31 96

PA Dept. of State

9653- 435

5. Each entity, other than an individual, interested in such business is (are):

Name Form of Organization Organizing Jurisdiction Principal Office Address Pa. Registered Office, if any
Alternative Dental Care
of Pennsylvania, Inc.; Corporation; PA; One West Pennsylvania Avenue,
Towson, Maryland, 21204; 150 Strafford Avenue, Suite 300, Wayne, PA 19087

6. The applicant is familiar with the provisions of 54 Pa.C.S. § 332 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.

7. (Optional) The name(s) of the agent(s), if any, any one of whom is authorized to execute amendments to, withdrawals from or cancellation of this registration on behalf of all then existing parties to the registration, is (are): n/a

IN TESTIMONY WHEREOF, the undersigned have caused this registration to be executed this 31st day of July, 1996.

(individual signature)

(individual signature)

(individual signature)

(individual signature)

Alternative Dental Care of Pennsylvania, Inc.
(Name of Entity)

(Name of Entity)

BY: [Signature]

BY: _____

TITLE: SECRETARY

TITLE: _____

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308, NORTH OFFICE BUILDING
HARRISBURG, PENNSYLVANIA 17120

172

ALTERNATIVE DENTAL CARE OF PENNSYLVANIA, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

ENTITIES ACTING AS PROFESSIONAL FUNDRAISING CONSULTANTS OR PROFESSIONAL SOLICITORS ON BEHALF OF CHARITIES SOLICITING CONTRIBUTIONS WITHIN THE COMMONWEALTH OF PENNSYLVANIA MUST REGISTER WITH THE DEPARTMENT OF STATE, BUREAU OF CHARITABLE ORGANIZATIONS, ROOM 308, NORTH OFFICE BUILDING, HARRISBURG, PENNSYLVANIA 17120-0029 (717/783-1720).

ENTITY NUMBER: 1078387

MICROFILM NUMBER: 09260

1404-1405

CT CORPORATION SYSTEM
ATTN: MARY RING
1201 PEACHTREE ST NE
ATLANTA, GA 30361

UPE-0003243

9260-1404

AUG 05 1992

film Number _____

Filed with the Department of State on _____

Entity Number _____

1078387

J. R. K. K. K.

Secretary of the Commonwealth

JP

STATEMENT OF CHANGE OF REGISTERED OFFICE

DSCB:15-1507/4144/5507/8144/8506 (Rev 90)

Indicate type of entity (check one):

Domestic Business Corporation (15 Pa.C.S. § 1507)

Foreign Nonprofit Corporation (15 Pa.C.S. § 6144)

Foreign Business Corporation (15 Pa.C.S. § 4144)

Domestic Limited Partnership (15 Pa.C.S. § 8506)

Domestic Nonprofit Corporation (15 Pa.C.S. § 5507)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name of the corporation or limited partnership is: ALTERNATIVE DENTAL CARE OF PENNSYLVANIA, INC.

2. The (a) address of this corporation's or limited partnership's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>150 Strafford Ave., Suite 300</u>	<u>Wayne</u>	<u>PA</u>	<u>19087</u>	<u>Chester</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
 Name of Commercial Registered Office Provider County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

3. (Complete part (a) or (b)):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

Number and Street	City	State	Zip	County
-------------------	------	-------	-----	--------

(b) The registered office of the corporation or limited partnership shall be provided by:

c/o: C T CORPORATION SYSTEM Chester
 Name of Commercial Registered Office Provider County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

COMMONWEALTH OF PENNSYLVANIA



April 28, 1992
Department of State

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

IN RE: "ALTERNATIVE DENTAL CARE OF PENNSYLVANIA, INC."

I, Dr. Brenda K. Mitchell, Secretary of the Commonwealth of the
Commonwealth of Pennsylvania do hereby certify that the foregoing and
annexed is a true and correct photocopy of Articles of Incorporation
and all amendments

which appear of record in this department.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused
the Seal of the Secretary's Office
to be affixed, the day and year
above written.

A handwritten signature in cursive script, reading "Brenda K. Mitchell".
Secretary of the Commonwealth

dp

APPLICANT'S ACCT NO
DSCB:15-7953 (Rev. 11-72)

89581386

Filing Fee: \$75
COM-27

Articles of Conversion—
Domestic Business and
Nonprofit Corporation

(Line for numbering)

1078387-003
COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this 10 day of JULY, 1989

Commonwealth of Pennsylvania
Department of State

James J. Ziegler
Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of 15 Pa.C.S. §7953 (relating to articles of conversion) the undersigned domestic corporation, desiring to effect a conversion, does hereby certify:

1. The name of the converting corporation is:

Alternative Dental Care of Pennsylvania, Inc.

2. The address of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

150 Stafford Avenue

(NUMBER)

(STREET)

Wayne

Pennsylvania

19087

(CITY)

(ZIP CODE)

3. The statute by or under which it was incorporated is:

Nonprofit Corporation Law of 1972, No. 271

4. The date of its incorporation is: 2/21/89

5. (Check, and if appropriate, complete one of the following):

The plan of conversion shall be effective upon filing these Articles of Conversion in the Department of State.

The plan of conversion shall be effective on _____ at _____

(DATE)

(HOUR)

6. (Check one of the following):

The plan of conversion was adopted by the members of a nonprofit corporation pursuant to 15 Pa.C.S. §§7924(a) and 7952(b).

The plan of conversion was adopted by the board of directors of a nonprofit corporation pursuant to 15 Pa.C.S. §§7924(b) and 7952(b).

The plan of conversion was adopted by the shareholders of a business corporation pursuant to Article IX of the Business Corporation Law and 15 Pa.C.S. §7952(b) and (c).

7. The plan of conversion is set forth in Exhibit A attached hereto and made a part hereof.

IN QUER REIM COMPANY, PHILADELPHIA

UPE-0003246

89581387

DSCB: 15-7953 (Rev. 11-72)-2

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Conversion to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 26 day of May, 1989.

Alternative Dental Care of Pennsylvania, Inc.
(NAME OF CORPORATION)

By:

Joe R. Amick
(SIGNATURE)

President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:
David P. McInerney
(SIGNATURE)

Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. Any necessary governmental approvals shall accompany this form.
- B. If the action of a nonprofit corporation was authorized by a body other than the board of directors or members Paragraph 6 should be modified accordingly.

RECEIVED
89 JUL 28 AM 9:06
DEPT. OF STATE

RECEIVED
89 JUL 19 AM 9:28
DEPT. OF STATE

89581388

EXHIBIT A

PLAN OF CONVERSION

As a result of interactions with state regulators, Alternative Dental Care of Pennsylvania, Inc.'s board of directors has determined that it would be in the corporation's best interests to convert from a non-profit to a for-profit corporation. Alternative Dental Care of Pennsylvania, Inc. was incorporated for the purpose of establishing a prepaid dental program for Pennsylvania residents. Initially, it was thought to be in the best interests of the dental plan to be organized as a non-profit Professional Health Service Plan corporation. It has been brought to the Plan's attention that it would be more advantageous to be organized as a risk-assuming preferred provider organization which is not an insurer pursuant to the Pa. Insurance Code, Title 31, Chapter 152. Consequently, the corporation shall convert to a for-profit corporation with authorization to issue 10,000 shares of common stock at a \$1.00 par value each.

89581389

RESTATEMENT OF ARTICLES OF INCORPORATION

Name: Alternative Dental Care of Pennsylvania, Inc.

Registered Office: 150 Strafford Avenue, Suite 300
Wayne, Pennsylvania 19087
Delaware County

Purpose: The purpose for which this corporation is organized is to engage in any lawful activity for which corporations may be organized under the laws of Pennsylvania. The corporation will seek licensure as a dental plan pursuant to 31 Pa.Code Chapter 152.

Term: The duration of the corporation is perpetual.

Shares: The corporation is authorized to issue 10,000 shares of common stock at a par value of \$1.00.

89581390

Commonwealth of Pennsylvania
Department of State



CERTIFICATE OF INCORPORATION

Office of the Secretary of the Commonwealth
To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of the Laws of the Commonwealth, the Secretary of the Commonwealth is authorized and required to issue a "Certificate of Incorporation" evidencing the incorporation of an entity.

Whereas, The stipulations and conditions of the Law have been fully complied with by

ALTERNATIVE DENTAL CARE OF PENNSYLVANIA, INC.

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under the authority of the Laws thereof, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, declare and certify the creation, erection and incorporation of the above in deed and in law by the name chosen heretofore specified.

Such corporation shall have and enjoy and shall be subject to all the powers, duties, requirements, and restrictions, specified and enjoined in and by the applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth,
at the City of Harrisburg, this 19th day
of July in the year of our
Lord one thousand nine hundred and eighty-nine
and of the Commonwealth the two hundred fourteenth.



James J. Blaylock
Secretary of the Commonwealth

1078387

Alternative Dental Care, Inc.
Attn: Deborah M. Friedman
Ste. 300, 150 Strafford Avenue
Wayne, PA 19087

10010182

89131616

DSCB: 17.3 (Rev. 8-72)

Filing Fee: None

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
308 NORTH OFFICE BUILDING
HARRISBURG, PA 17120

Consent to Use of
Similar Name

944090

Pursuant to 19 Pa. Code §17.3 (relating to use of a deceptively similar name) the undersigned corporation, desiring to consent to the use by another corporation of a name which is deceptively similar to its name, does hereby certify that:

- The name of the corporation executing this Consent to Use of Similar Name is:
Alternative Dental Care, Inc.
- The address of the registered office of the corporation is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):
100 Pine Street, c/o the Prentice-Hall Corporation
(NUMBER) Harrisburg (CITY) Pennsylvania (STATE) 17108 (ZIP CODE)
- The date of its incorporation is: 7/22/86
- The statute under which it was incorporated is:
General Corporation Law Of Delaware
- The corporation(s) entitled to the benefit of this Consent to Use of Similar Name is (are):
Alternative Dental Care of Pennsylvania, Inc.

6. A check in this box: indicates that the corporation executing this Consent to Use of Similar Name is the parent or prime affiliate of a group of corporations using the same name with geographic or other designations, and that such corporation is authorized to and does hereby act on behalf of all such affiliated corporations, including the following (see 19 Pa. Code §17.3(c)(7)):

89131617

DSCB: 17.3 (Rev. 9-72)-2

IN TESTIMONY WHEREOF, the undersigned corporation has caused this consent to be signed by duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed, this 16th day of FEBRUARY 1989.

ALTERNATIVE DENTAL CARE, INC.

NAME OF CORPORATION

By:

John B. ...
(SIGNATURE)

President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

David P. McSweeney
(SIGNATURE)

Executive Vice President

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

CORPORATE SEAL

INSTRUCTIONS FOR COMPLETING FORM:

A. Where this form is executed by an unincorporated body which has registered its name pursuant to statute (see 19 Pa. Code §17.101 et seq.) the language of the form should be modified accordingly, as a seal need be affixed only where the unincorporated body has adopted a seal.

**ARTICLES OF INCORPORATION
DOMESTIC NON-PROFIT CORPORATION**

FEE \$75.00

CORPORATION BUREAU
DEPARTMENT OF STATE
ROOM 306, NORTH OFFICE BLDG.
HARRISBURG, PA 17120

1 NAME OF CORPORATION
Alternative Dental Care of Pennsylvania, Inc.

2 ADDRESS OF REGISTERED OFFICE IN PENNSYLVANIA (P.O. BOX NUMBER NOT ACCEPTABLE)
150 Strafford Avenue, Suite 300

3 CITY COUNTY STATE ZIP CODE
Wayne Delaware (23) Pennsylvania 19087

4 EXPLAIN THE PURPOSE OF THE CORPORATION

The purpose for which this corporation is organized is to engage in any lawful activity for which corporations may be organized under the laws of the Commonwealth of Pennsylvania. The corporation will seek licensure as a Professional Health Service Plan in order to operate as a prepaid dental plan.

(ATTACH 8x11 SHEET IF NECESSARY)

5 THE CORPORATION DOES NOT CONTEMPLATE PECUNIARY BENEFIT OR GAIN INCIDENTAL OR OTHERWISE.

6 (OPTIONAL) THE CORPORATION IS TO HAVE NO MEMBERS

7 CHECK APPROPRIATE SECTION:

THE CORPORATION IS TO BE ORGANIZED ON A NON-STOCK BASIS

THE CORPORATION IS TO BE ORGANIZED ON A STOCK BASIS AS FOLLOWS:

Number and Class of Shares (If applicable)	Par Value Per Share, If Any	Total Authorized Capital	Term of Existence
			perpetual

8 Name and Address of Each Incorporator,

Name	Address (Street, City, State, Zip Code)
John R. Amsterdam	150 Strafford Avenue, Suite 300, Wayne, PA 19087
David P. McSweeney	150 Strafford Avenue, Suite 300, Wayne, PA 19087

(ATTACH 8x11 SHEET IF NECESSARY)

IN TESTIMONY WHEREOF, THE INCORPORATORS HAVE SIGNED AND SEALED THE ARTICLES OF INCORPORATION THIS 3rd DAY OF February 1989.

John R. Amsterdam David P. McSweeney
John R. Amsterdam David P. McSweeney

FOR OFFICE USE ONLY.

002 CODE	003 REV BOX	SEQUENTIAL NO.	100 MICROFILM NUMBER 89131618
REVIEWED BY	004 SIC	AMOUNT	001 CORPORATION NUMBER 1079387
DATE APPROVED	CERTIFY TO	INPUT BY LP	LOG IN FEB 10 1989
DATE REJECTED	<input type="checkbox"/> REV.	VERIFIED BY	LOG IN (REFILE)
MAILED BY DATE	<input checked="" type="checkbox"/> L & I		LOG OUT (REFILE)

009 FILED FEB 21 1989

James J. Blagyt
Secretary of the Commonwealth

89131619

89131619

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
308 NORTH OFFICE BUILDING
HARRISBURG, PA. 17120

CORPORATE
REGISTRY INFORMATION
FOR
DEPARTMENTS OF STATE
AND REVENUE
(FILE IN TRIPLICATE)

BUREAU USE ONLY (T/C 62)

Department of State Number	1078387
Box Number	
Filing Period	Inc. Date 4 8
Standard Industrial Code	Report Code

BUSINESS CORPORATION NON-PROFIT CORPORATION MOTOR VEHICLE FOR HIRE

1 Name of Corporation/Business Alternative Dental Care of Pennsylvania, Inc.		2 Federal E.I.N. 23-2541529
3 Location of Initial Registered Office in Pennsylvania (Street/Route, City, County, State, Zip Code) 100 Pine Street		
Harrisburg (City or Town)		PA (State)
Dauphin (County)		17108 (Zip Code)
4 Mailing Address if different than 3 (Locations where correspondence, tax report forms, etc. are to be sent) 150 Stratford Ave., Suite 300		
Wayne (City or Town)		PA (State)
Delaware (County)		19087 (Zip Code)
5A Foreign corporations: Location of proposed registered office (Street and Number, Post Office, State)		5B Date Business Started in P.A. 2/10/89
6 Principal Officers (President, Vice President, Secretary, Treasurer)		
A. Name John R. Amsterdam	Title President/Treasurer	Social Security Number 205-38-1581
Home Address 810 Weadley Road, Radnor, PA 19087		
B. Name David P. McSweeney	Title Exec. Vice Pres./Asst. Secy	Social Security Number 034-32-2632
Home Address 1018 Tenby Road, Berwyn, PA 19312		
C. Name	Title	Social Security Number
Home Address		
D. Name	Title	Social Security Number
Home Address		
7 Date and State of Incorporation or Organization Date: 2/10/89 State: Pennsylvania		
8 Applicant is Operating as: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> An Individual <input type="checkbox"/> Co-Partnership <input type="checkbox"/> Joint Stock Association <input type="checkbox"/> Association of Individuals <input type="checkbox"/> Other		
9 Provide the Act of General Assembly or authority under which you are organized or incorporated (Full citation of statute or statute -- attach a separate sheet if more space is required) Ch. 63 of Title 40 of the PA. Stat. Ann.		
10A Is the corporation authorized to issue capital stock? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
If yes, amount authorized?		10B Amount of Capital paid in and Date
Amount:		Date:
11 Is the Corporation part of a system operating in Pennsylvania? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		
If yes, provide parent's box number, name and subsidiary corporation. (Attach a separate sheet listing subsidiary corporation).		
Box Number:		Name:
12 Corporation's fiscal year ends: December 31		13. Standard Industrial Classification Code 632
14 Describe principal Pa. business activity to be engaged in, within one year of this application date (attach separate sheet if necessary). For Motor Vehicles: include routes to be traveled. The corporation will apply for a license to operate a prepaid dental plan pursuant to the Professional Health Services Plan Corporation Statute. Members will receive covered dental benefits from participating providers.		
15 For Foreign Corporations Only - provide text of purpose as stated in articles.		

Document Divider

UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY
a Pennsylvania Corporation

CHARTER DOCUMENTS

1. Articles of Amendment – Change of Registered Office – June 13, 2000
2. Statement of Correction for the name of the Corporation – October 15, 1996
3. Articles of Amendment-Domestic Business Corporation – April 25, 1995
4. Articles of Amendment-Domestic Business Corporation – December 28, 1994
5. Patent Letter from the Commonwealth of Pennsylvania – June 2, 1965

CERTIFICATES OF AUTHORITY

Pennsylvania
Delaware
Kentucky
Maryland
District of Columbia
New Jersey
Illinois
Missouri
Arizona (Certificate of Reinsurance Accreditation)
North Carolina - effective February 15, 2005

MANAGEMENT AND SERVICE AGREEMENTS

1. Management Agreement – January 1, 1995
2. Amendment No. 1 to Management Agreement – March 16, 2000
3. Amendment No. 2 to Management Agreement – March 27, 2001
4. Right to Offset Agreement – March 27, 2001
5. Right to Offset Agreement – December 31, 1998
6. Investment Management Agreement – March 27, 2001
7. Tax Allocation Agreement – April 29, 1999
8. Indemnity Reinsurance Agreement – July 1, 2000
9. Group Dental Insurance Quota Share Indemnity Reinsurance Agreement - April 1, 2002

CONFLICT OF INTEREST DISCLOSURE STATEMENTS

BYLAWS

STOCK LEDGER/HISTORY

N:\PUBLIC\FORMS\UCL&H\INDEX-CHARTER.DOC

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

468

UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0077300

MICROFILM NUMBER: 2000046

1428-1429

UNITED CONCORDIA COMPANIES INC
PO BOX 898206
CAMP HILL PA 17089-8206

JUL 13 2000

UPE-0003256

Microfilm Number 200046 + 1428

Filed with the Department of State on JUN 13 2000

Entity Number 77300

Kim Fitzgerald
Secretary of the Commonwealth JK

STATEMENT OF CHANGE OF REGISTERED OFFICE

DSCB:15-1507/4144/5507/6144/8506 (Rev 90)

Indicate type of entity (check one):

- Domestic Business Corporation (15 Pa.C.S. § 1507)
- Foreign Nonprofit Corporation (15 Pa.C.S. § 6144)
- Foreign Business Corporation (15 Pa.C.S. § 4144)
- Domestic Limited Partnership (15 Pa.C.S. § 8506)
- Domestic Nonprofit Corporation (15 Pa.C.S. § 5507)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name of the corporation or limited partnership is: United Concordia Life and Health Insurance Company

2. The (a) address of this corporation's or limited partnership's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is: (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	<u>1800 Center Street</u>	<u>Camp Hill</u>	<u>PA</u>	<u>17011</u>	<u>Cumberland</u>
	Number and Street	City	State	Zip	County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

3. (Complete part (a) or (b)):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:

<u>4401 Deer Path Road</u>	<u>Harrisburg</u>	<u>PA</u>	<u>17110</u>	<u>Dauphin</u>
Number and Street	City	State	Zip	County

(b) The registered office of the corporation or limited partnership shall be provided by:

c/o: _____
Name of Commercial Registered Office Provider County

For a corporation or a limited partnership represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation or limited partnership is located for venue and official publication purposes.

PA. DEPT. OF STATE

2000 JUN 13 PM 2:33

~~200046~~ 1429

4. (Strike out if a limited partnership): Such change was authorized by the Board of Directors of the corporation.

IN TESTIMONY WHEREOF, the undersigned corporation or limited partnership has caused this statement to be signed by a duly authorized officer thereof this 12th day of June, 2000.

United Concordia Life and
Health Insurance Company

(Name of Corporation/Limited Partnership)

BY:

Thomas A. Dyrup
(Signature)

TITLE:

President

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

7

UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0077300

MICROFILM NUMBER: 09668

0572-0573

CSC NETWORKS
COUNTER

UPE-0003259

9663-572

Microfilm Number _____

Entity Number 77300

Filed with the Department of State

OCT 15 1996

Secretary of the Commonwealth

STATEMENT OF CORRECTION

DSCB:15-138 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 138 (relating to statement of correction) the undersigned association or other person, desiring to correct an inaccurate record of corporate or other action or correct defective or erroneous execution of a document, hereby states that:

1. The name of the association or other person is: United Concordia Life and Health Insurance Company, Inc.

2. The (a) address of this association's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 1800 Center Street Camp Hill PA 17011 Cumberland
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For an association represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the association is located for venue and official publication purposes.

3. The statute by or under which it was incorporated or the preceding filing was made, in the case of a filing that does not constitute a part of the articles of incorporation of a corporation, is: PA Insurance Company Law of 1921, Act of May 17, 1921 P.L. 682 as amended.

4. The inaccuracy or defect, which appears in Department of State form DSCB:15-1915 filed on April 25, 1995 and recorded in Roll and Film Number 9526-1563 et seq., is: The name of the corporation is: United Concordia Life and Health Insurance Company, Inc.

5. (Check one of the following):

The portion of the document requiring correction in corrected form is set forth in Exhibit A attached hereto and made a part hereof.

The original document to which this statement relates shall be deemed reexecuted.

The original document to which this statement relates shall be deemed stricken from the records of the Department.

IN TESTIMONY WHEREOF, the undersigned association or other person has caused this statement to be signed by a duly authorized officer thereof or otherwise in its name this 11th day of October, 19 96.

Richard J. Enterline

BY: [Signature] (Name)

TITLE: Corporate Secretary (Signature)

OCT 15 96

PA Dept. of State

9668-573

Exhibit A

FIRST. The name of the Company is UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY.

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

206

UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0077300

MICROFILM NUMBER: 09526

1563-1568

BUCHANAN INGERSOLL PC
COUNTER

9526-1563

APR 25 1995

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 77300

[Signature]
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: _____
United Concordia Life and Health Insurance Company, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 1800 Center Street Camp Hill PA 17011 Cumberland
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: PA Insurance Co. Law of 1921, Act of May 17, 1921 P.L. 682 as amended.

4. The date of its incorporation is: 6/2/65

5. (Check, and if appropriate complete, one of the following):

- The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
- The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

- The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).
- The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

PA DEPT. OF STATE

APR 25 1995

9526-1565

EXHIBIT "A"

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF

UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY, INC.

FIRST. The name of the Company is UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY, INC.

SECOND. The classes of insurance for which the Company is constituted, as provided in Sections 202(a)(1) and 202(a)(2) of The Insurance Company Law of 1921, Act of May 17, 1921, P.L. 682, are: (a) to insure the lives of persons, and every insurance appertaining thereto; to grant and dispose of annuities; including variable life insurance contracts and variable annuity contracts under which values or payments or both vary in relation to the investment experience of the issuer or a separate account or accounts maintained by the issuer and to insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto, when written as a part of a policy of life insurance; and (b) to insure against personal injury, disablement, or death resulting from traveling or general accidents, and against disablement resulting from sickness, and every insurance appertaining thereto.

THIRD. The address of the Company's registered office in the Commonwealth of Pennsylvania is 1800 Center Street, Camp Hill, Cumberland County, Pennsylvania 17011.

FOURTH. The Company is incorporated under the provisions of the Act of the General Assembly of the Commonwealth of Pennsylvania, approved May 17, 1921, P.L. 682, known as "The Insurance Company Law," as amended.

FIFTH. The Company shall have the authority to issue 5,000,000 shares of common stock, par value \$1.00 per share. The holders of common stock shall have one vote per share and shall not be entitled to accumulate their votes in the election of directors.

SIXTH. The Board of Directors of the Company shall consist of at least seven, but not more than twenty-five, members, which number may be increased or decreased from time to time as provided in the By-laws of the Company.

SEVENTH. A director of the Corporation shall not be personally liable for monetary damages for any action taken,

730-1366

or any failure to take any action unless the director has breached or failed to perform the duties of his or her office under 15 Pa.C.S. §1713 and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit (i) the responsibility or liability of a director pursuant to any criminal statute, or (ii) the liability of a director for the payment of taxes pursuant to local, state or Federal law. Any repeal, modification or adoption of any provision inconsistent with this Article Seventh shall be prospective only, and neither the repeal nor modification of this Article nor the adoption of any provision inconsistent with this Article shall adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification or the adoption of such inconsistent provision.

EIGHTH. (a)(i) The Corporation shall indemnify and hold harmless to the full extent not prohibited by law, as the same exists or may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than are permitted the Corporation to provide prior to such amendment), each person who was or is made a party or is threatened to be made a party to or is otherwise involved in (as a witness or otherwise) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not by or in the right of the Corporation or otherwise, (hereinafter, a "proceeding") by reason of the fact that he or she, or a person of whom he or she is the heir, executor or administrator, is or was a director of the Corporation or is or was serving at the request of the Corporation as a director, officer or trustee of another corporation or of a partnership, joint venture, trust or other enterprise (including without limitation service with respect to employee benefit plans), or where the basis of such proceeding is any alleged action or failure to take any action by such person while acting in an official capacity as a director of the Corporation or in any other capacity on behalf of the Corporation while such person is or was serving as a director of the Corporation, against all expenses, liability and loss, including but not limited to attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement (whether with or without court approval), actually and reasonably incurred or paid by such person in connection therewith.

(ii) Notwithstanding the foregoing, except as provided in Article Eighth Subpart (b) below, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by

9526-1567

such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation.

(iii) Subject to the limitation set forth above concerning proceedings initiated by the person seeking indemnification, the right to indemnification conferred in this Article Eighth shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding (or part thereof) or in enforcing his or her rights under this Article Eighth in advance of the final disposition thereof promptly after receipt by the Corporation of a request therefor stating in reasonable detail the expenses incurred; provided, however, that to the extent required by law, the payment of such expenses incurred by a director of the Corporation in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of such person, to repay all amounts so advanced if and to the extent it shall ultimately be determined by a court that he or she is not entitled to be indemnified by the Corporation under this Article Eighth or otherwise.

(iv) The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a director of the Corporation or to serve in any of the other capacities described herein, and shall inure to the benefit of the heirs, executors and administrators of such person.

(b) If a claim for indemnification under Article Eighth Subpart (a) hereof is not paid in full by the Corporation within thirty (30) days after a written claim therefor has been received by the Corporation, the claimant may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part on the merits or otherwise in establishing his or her right to indemnification or to the advancement of expenses, the claimant shall be entitled to be paid also the expense of prosecuting such claim.

(c) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of a final disposition conferred in Article Eighth, Subpart (a) and the right to payment of expenses conferred in Article Eighth, Subpart (b) shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses hereunder may be entitled under any bylaw, agreement, vote of shareholders, vote of directors or otherwise, both as to actions in his or her official capacity and as to actions in any other capacity while holding that office, the Corporation having the express authority to enter into such agreements or arrangements as the board of directors

9526-1568

deems appropriate for the indemnification of and advancement of expenses to present or future directors and officers as well as employees, representatives or agents of the Corporation in connection with their status with or services to or on behalf of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise, including any employee benefit plan, for which such person is serving at the request of the Corporation.

(d) The Corporation may create a fund of any nature, which may, but need not, be under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, including its obligation to advance expenses, whether arising under or pursuant to this Article Eighth or otherwise.

(e) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer or representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation has the power to indemnify such person against such liability under the laws of this or any other state.

(f) Neither the modification, amendment, alteration or repeal of this Article Eighth or any of its provisions nor the adoption of any provision inconsistent with this Article Eighth or any of its provisions shall adversely affect the rights of any person to indemnification and advancement of expenses existing at the time of such modification, amendment, alteration or repeal or the adoption of such inconsistent provision.

9504-1554

Microfilm Number _____

Entity Number 0077300

Filed with the Department of State on DEC 28 1994
Robert M. Evans
Secretary of the Commonwealth

ARTICLES OF AMENDMENT - DOMESTIC BUSINESS CORPORATION

In compliance with the requirements of 15 Pa. C.S. §1915, (relating to articles of amendment), the undersigned business corporation, desiring to amend its articles, hereby states that:

1. The name of the corporation is: **Congressional Life Insurance Company**
2. The address of the registered office of the corporation in Pennsylvania (which is located in Philadelphia County) is:

2200 Walnut Street
Philadelphia, Pennsylvania 19103
3. The statute under which the corporation was incorporated is: Insurance Company Law of 1921.
4. The date of its incorporation is: June 26, 1965.
5. The amendment shall be effective upon the filing of these articles of amendment in the Department of State.
6. The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).
7. The amendment adopted by the corporation, set forth in full, is as follows:

That Articles 1st and 4th of the Articles of Incorporation of the Corporation be amended so as to read in their entirety as follows:

- 1st. The name by which the company shall be known is **United Concordia Life and Health Insurance Company.**
- 4th. The registered office of the Corporation shall be at **1800 Center Street, Camp Hill, Cumberland County, Pennsylvania 17089.**

IN TESTIMONY WHEREOF, the undersigned corporation has caused these articles of amendment to be signed by a duly authorized officer thereof on December 28, _____, 19 94.

CONGRESSIONAL LIFE INSURANCE COMPANY

By: *R. E. Patterson*
Name: Robert E. Patterson
Title: Treasurer

DEC 28 94
PA Dept. of State
JAN 18 95
PA Dept. of State

COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT
Office of Regulation of Companies
Bureau of Licensing and Financial Analysis
Bureau of Examinations
 1345 Strawberry Square
 Harrisburg, PA 17120
 January 24, 1995



Thomas E. Wood
 Keefer, Wood, Allen & Rahal
 P. O. Box 11963
 Harrisburg, Pennsylvania 17108-1963

VIA FAX: (717) 255-8050

RE: UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY

Dear Mr. Wood:

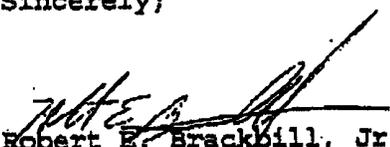
The following information is being provided in response to your fax letter to the Department received on January 12, 1995 and telephone conversation of January 24, 1995.

Please be advised that the phrasing of the above referenced name has been reviewed and found to be acceptable to the Pennsylvania Insurance Department. You will need to submit a copy of this letter to the Department of State, Corporation Bureau.

The Insurance Department has no objection to an effective date of December 28, 1994 provided the date is consistent with the requirements of the Pennsylvania Department of State.

I trust that the information provided is responsive to your request. Feel free to contact me at (717) 787-2735 if I can be of further assistance.

Sincerely;


 Robert E. Brackbill, Jr.
 Licensing Specialist
 Company Licensing Division

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

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UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 0077300

MICROFILM NUMBER: 09504

1553-1554

KEEFER WOOD ALLEN & RAHAL
COUNTER

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678-469

Commonwealth of Pennsylvania



EXECUTIVE DEPARTMENT

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

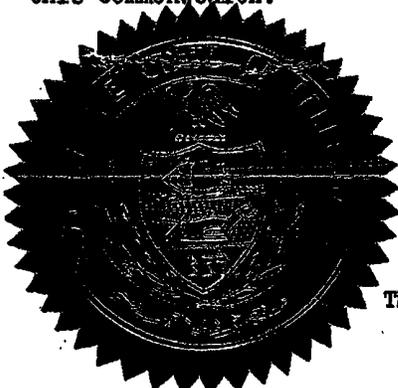
WHEREAS, In and by an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act relating to insurance; amending, revising and consolidating the law; providing for the incorporation of insurance companies, and the regulation, supervision, and protection of home and foreign insurance companies, Lloyds Associations, reciprocal and inter-insurance exchanges, and fire insurance rating bureaus, and the regulation and supervision of insurance carried by such companies, associations, and exchanges, including insurance carried by the State Workmen's Insurance Fund; providing penalties; and repealing existing laws" approved the seventeenth day of May Anno Domini, one thousand nine hundred and twenty-one, the Governor of this Commonwealth is authorized and required to issue his LETTERS PATENT to all associations formed under the provisions of said Act, in the manner and at the time therein specified

AND WHEREAS, The stipulations, conditions and things directed to be performed in said Act of the General Assembly have been fully complied with by

CONGRESSIONAL LIFE INSURANCE COMPANY

THEREFORE, KNOW YE, That under authority of the Constitution and laws of said Commonwealth in such case made and provided, I DO BY THESE PRESENTS, which I have caused to be made PATENT, and sealed with the Great Seal of the Commonwealth, create the association aforesaid a body corporate with power to use and enjoy all the powers and privileges conferred by the said Act, aforesaid, and by the said name the said association shall have perpetual succession and all the privileges and franchises incident to a corporation. And the said association so incorporated, their successors and assigns, are generally to be invested with all the rights, powers and privileges, with full force and effect, and be subject to all the duties, requisites and restrictions specified and enjoined in and by the said Act of the General Assembly and all other laws of this Commonwealth.

GIVEN under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg this 2nd day of June in the year of our Lord one thousand nine hundred and sixty-five and of the Commonwealth the one hundred and eighty-ninth.



THE GOVERNOR:

William T. Dawson

ACTING SECRETARY OF THE COMMONWEALTH:

Joseph P. ...

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