

833275

Healthsource

June 30, 1997

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002231721--7
-07/07/97--01144--004
*****35.00 *****35.00

Re: Name Change for Security Assurance Company ✓

Attached is an application to change the name of Security Assurance Company to Healthsource Insurance Company. The jurisdiction of incorporation is also being changed from Delaware to Tennessee.

On June 17, 1996, Security Assurance Company was purchased by Healthsource South, Inc., a New Hampshire holding company. Effective August 27, 1996 Security Assurance Company was re-domesticated from Delaware to Tennessee. On October 31, 1996 Healthsource Provident Insurance Company, (NAIC #60064), was merged with Security Assurance Company and the resulting company was renamed Healthsource Insurance Company, (NAIC #71714). Prior to the merger, both companies were wholly owned by Healthsource South, Inc. which is a wholly owned subsidiary of Healthsource, Inc.. After the merger, Healthsource Insurance Company remained a wholly owned subsidiary of Healthsource South, Inc.. ✓

If you have any questions regarding this filing, please contact me at the number shown below

Sincerely,

Duane J. Mabee
Manager, Compliance and
Contract Development
(423) 755-2526

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG - 1 AM 9:04

NIC Amend
& jurisdiction
sg

8/4/97



July 29, 1997

Susan Payne
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Certification of Name Change and Redomestication for
Security Assurance Company

Susan:

Here is the Certification from the State of Tennessee showing the name change for Security Assurance Company to Healthsource Insurance Company along with the date the Company was incorporated in Tennessee. This should provide the outstanding information that you are looking for.

If you have any further questions regarding this filing, please contact me at the address or phone number shown below.

Sincerely,

Duane J. Mabee
Manager, Compliance and
Contract Development
(423) 755-2526

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

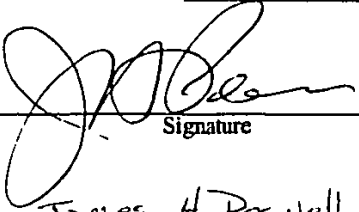
SECTION I
(1-3 MUST BE COMPLETED)

1. Security Assurance Company
Name of corporation as it appears on the records of the Department of State.
2. Delaware incorporated under laws of 3. 10/30/74
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 10/31/96
5. Healthsource Insurance Company
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Tennessee
New Jurisdiction

FILED STATE
SECRETARY OF CORPORATIONS
97 AUG - 1 AM 9:04


Signature

James H. Peaswell
Typed or printed name

June 17, 1997
Date

President
Title

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 06/25/1997
REQUEST NUMBER: 3357-0573
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 08/27/1996
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0316898
JURISDICTION: TENNESSEE

TO:
HEALTHSOURCE PROVIDENT ADMINISTRATORS
AT: D. MABEE
TWO FOUNTAIN SQUARE
CHATTANOOGA, TN 37402-0300

REQUESTED BY:
HEALTHSOURCE PROVIDENT ADMINISTRATORS
AT: D. MABEE
TWO FOUNTAIN SQUARE
CHATTANOOGA, TN 37402-0300

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"HEALTHSOURCE INSURANCE COMPANY"

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FOR: REQUEST FOR CERTIFICATE

ON DATE: 06/25/97

FROM:
HEALTHSOURCE PROVIDENT ADMINISTRATORS
TWO FOUNTAIN SQUARE
CHATTANOOGA, TN 37402-0300

RECEIVED: FEES \$10.00 \$10.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002149998
ACCOUNT NUMBER: 00241860



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

3:251 1105

3:251 1113

ARTICLES OF AMENDMENT TO THE CHARTER

93 DEC 03 11 08

PURSUANT TO THE PROVISIONS OF SECTION 48-20-106 OF THE *TENNESSEE BUSINESS CORPORATION ACT*, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS CHARTER:

Amendment is to be effective when filed by the Secretary of State

- 1. The name of the corporation as it appears on record is Security Assurance Company

The amendment states: The name of the corporation is changed from Security Assurance Company to Healthsource Insurance Company

- 2. The corporation is for profit.
- 3. The Amendment was duly adopted by the Shareholder on June 17, 1996

Shareholder: Healthsource South, Inc.

SECRETARY
Signer's Capacity

Robert J. Moses
Signature

ROBERT J. MOSES
Name of Signer (Typed or Printed)

APPROVED

This 23 day of Dec. 1996

The Commissioner of Insurance

STATE OF TENNESSEE

By *Shawn Wilson*
Deputy Commissioner of Insurance

**Secretary of State
Corporations Section**

**James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 07/22/1997
REQUEST NUMBER: 3366-3551

CHARTER/QUALIFICATION DATE: 08/27/1996
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0316898
JURISDICTION: TENNESSEE

TO:
HEALTHSOURCE PROVIDENT ADMINISTRATORS
AT: D. MABEE
TWO FOUNTAIN SQ
CHATTANOOGA, TN 37402-0300

REQUESTED BY:
HEALTHSOURCE PROVIDENT ADMINISTRATORS
AT: D. MABEE
TWO FOUNTAIN SQ
CHATTANOOGA, TN 37402-0300

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"HEALTHSOURCE INSURANCE COMPANY"

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
3261-1173	12/30/1996	AMEND-CHARTER	NAM DUR STK PRN OFC AGT INC MAL FYC X

FOR: REQUEST FOR COPIES

ON DATE: 07/22/97

FEEES

FROM:
HEALTHSOURCE PROVIDENT ADMINISTRATORS
TWO FOUNTAIN SQUARE
CHATTANOOGA, TN 37402-0300

RECEIVED: \$10.00 \$10.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002160465
ACCOUNT NUMBER: 00241860



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE