

838468

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON

PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS AT LAW

www.katzlaw.com

Orlando Office

Suite 900
111 North Orange Avenue
ORLANDO, FL 32801
(407) 841-7100
fax (407) 648-0660

Tallahassee Office

12th Floor
106 East College Avenue
TALLAHASSEE, FL 32301
(850) 224-9634
fax (850) 222-0103

Miami Office

Suite 409
2999 NE 191st Street
AVENTURA, FL 33180
(305) 932-0996
fax (305) 982-0972

Reply to: Tallahassee Office

March 1, 2000

Via Hand Delivery

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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00 MAR - 1 PM 4:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: New Life Insurance Company
Document No. 838468

Dear Division of Corporations:

I have enclosed for filing an application by a foreign profit corporation to file an amendment to its application for authorization to transact business in Florida.

Please file the application for amendment and provide a certificate of good standing noting the corporation's new name. Our messenger will return tomorrow afternoon to pick up the certificate of good standing.

I have enclosed checks totaling \$43.75 for the filing and certification fees.

Please call me if you have any questions. Thank you for your prompt assistance in this matter.

N.C.
G. COULLETTE MAR 0 2 2000

Very truly yours,

Jessica J. Ferreri

Jessica J. Ferreri
Assistant to Paul A. Zeigler

Enclosures

RECEIVED
00 MAR - 1 PM 4:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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. NEW LIFE INSURANCE COMPANY
Name of corporation as it appears on the records of the Department of State.

2. TEXAS Incorporated under laws of TEXAS 3. MAY 24, 1977
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? January 28, 2000

5. COMPIDENT 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.
N/A
New Jurisdiction

FILED
00 MAR - 1 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 February 11, 2000
Signature Date

Bruce A. Mitchell Secretary
Typed or printed name Title



Texas Department of Insurance

Financial, Company Licensing & Registration, Mail Code 305-2C
333 Guadalupe • P. O. Box 149104, Austin, Texas 78714-9104

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing and Registration Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing and Registration Division of the Texas Department of Insurance.

Restated Articles of Incorporation for COMPDENT INSURANCE COMPANY, Austin, Texas, along with Commissioner Order No. 00-0120, dated January 31, 2000, altogether consisting of four (4) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 11th day of February, 2000.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY: Godwin Ohaechesi
Godwin Ohaechesi, Director
Company Licensing & Registration
Division
Order No. 99-1650

No. 00-0120

OFFICIAL ORDER
of the
COMMISSIONER OF INSURANCE
of the
STATE OF TEXAS
AUSTIN, TEXAS

Date: JAN 31 2000

Subject Considered:

NEW LIFE INSURANCE COMPANY
Austin, Texas
TDI No. 01-05980

AMENDMENT TO THE ARTICLES OF INCORPORATION
DOCKET NO. R-00-0084

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, the application of NEW LIFE INSURANCE COMPANY, Austin, Texas, for approval of an amendment to the Articles of Incorporation changing its name and home office from NEW LIFE INSURANCE COMPANY, Austin, Texas to COMPDENT INSURANCE COMPANY, Houston, Texas and for a Certificate of Authority evidencing such change. Since the amendment to the Articles of Incorporation involves only a change of name and home office, a hearing is not required by law.

Action by NEW LIFE INSURANCE COMPANY as required and permitted by TEX. INS. CODE ANN. art. 1.14 and art. 3.05, has been evidenced to the Commissioner of Insurance. The amendment is properly supported by the required documents, which evidence that the name COMPDENT INSURANCE COMPANY, is not so similar of that of any other insurance company as to be likely to mislead the public.

Based upon the evidence submitted, it is hereby ORDERED by the Commissioner of Insurance, that such amendment be, and the same is hereby, approved. It is further ORDERED that a Certificate of Authority be issued to COMPDENT INSURANCE COMPANY, Houston, Texas, evidencing the change effected by the amendment and that thereupon the prior Certificate of Authority No. 12136, dated March 3, 1999, be canceled.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY: Godwin Ohaechesi
Godwin Ohaechesi, Director
Company Licensing & Registration
Order 94-0580

Recommended by:

Nellie Nixon
Nellie Nixon, Insurance Specialist
Company Licensing & Registration

ARTICLES OF RESTATEMENT AND AMENDMENT

OF NEW LIFE INSURANCE COMPANY

Pursuant to Article 4.07 of the Texas Business Corporation Act and the Texas Insurance Code, the Board of Directors of New Life Insurance Company hereby files a Restatement of and Amendments to the original Articles of Incorporation, same being duly proposed by the Board of Directors in a Written Consent in Lieu of Meeting of Directors dated the 17th day of December, 1999, and thereafter duly adopted by the unanimous vote of Shareholders in a Written Consent in Lieu of Meeting of Shareholders dated the 17th day of December, 1999. Said previous filings are hereby superseded by this filing and now shall read in its entirety as follows:

ARTICLE I
NAME

The name of this corporation is **CompDent Insurance Company**, located at **2929 Briarpark, Suite 314, Houston, Texas 77042**.

ARTICLE II
DURATION

This corporation shall have a perpetual existence.

ARTICLE III
PURPOSE

The nature of the business or purposes to be conducted or promoted are: To transact and deal in and with all kinds of insurance including life, health and accident insurance within and without the State of Texas, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Texas.

ARTICLE IV
CAPITAL STOCK

The amount of the authorized capital stock of the Corporation is Five Million Forty Thousand and 00/100 Dollars (\$5,040,000.00) divided into Two Million Four Hundred Thousand (2,400,000) shares having a par value of Two and 10/100 Dollars (\$2.10) per share. At least fifty percent (50%) of such authorized capital has been subscribed and paid in and is possessed by the corporation in lawful money of the United States of America, and such Two Million Five Hundred Twenty Thousand and 00/100 Dollars (\$2,520,000.00) of capital together with a surplus of not less than Seven Hundred Thousand and 00/100 Dollars (\$700,000.00) in lawful money of the United States of America, is in the possession of and is the bona fide property of the Corporation.

ARTICLE V
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares. Cumulative voting by the shareholders of the Corporation for the election of its directors as provided by Article 2.29 of the Texas Business Corporation Act is hereby prohibited and at each election for directors, every shareholder entitled to vote in such election shall have only the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is c/o CT Corporation System, 350 N. St. Paul Street, Dallas, Texas 75201, and the name of the registered agent of this corporation at that address is CT Corporation System.

ARTICLE VII
BOARD OF DIRECTORS

The Corporation shall have a Board of Directors of not less than five (5) persons which shall manage the affairs and property of the Corporation. The Bylaws shall specify the number of directors if the number of directors be more than five (5) and such number may be increased or decreased from time to time by amendment to the Bylaws of the Corporation, but shall never be decreased to less than five (5) in number. The directors shall be elected annually or as provided by law and shall hold office until their successors are elected and qualify.

ARTICLE VIII
PREEMPTIVE RIGHTS

No shareholder of the corporation shall have any preemptive right to subscribe to or acquire any additional or increased capital stock or other securities of the Corporation.

ARTICLE IX
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI
COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII
INDEMNIFICATION

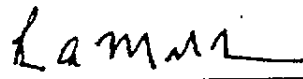
Each director, officer and former director or officer of the Corporation, and any person who may have served or who may hereafter serve at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, is hereby indemnified by the corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been a director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other right to which such director, officer or person may be entitled under any bylaws, amendments, vote of shareholders or otherwise.

ARTICLE XIII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Restated Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned officer of the Company has executed these Restated Articles of Incorporation this the 17th day of December, 1999.

NEW LIFE INSURANCE COMPANY

By: 
Print Name: Bruce Mitchell
Officer Title: Secretary