

838468



**CompBenefits
Corporation**

The dental and vision benefits company of choice!

NAIC #60984

100 Mansell Ct. East Suite 400
Roswell, GA 30076
(770) 998-8936 (770) 518-8102

March 1, 2001

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

200003819012--8
-03/08/01--01080--020
*****43.75 *****43.75

Re: Profit Corporation - Change of Name

Dear Amendment Section,

CompDent Insurance Company has changed its name to CompBenefits Insurance Company. Enclosed please find a completed Application, a certified copy of the restated articles and our check in the amount of \$43.75 (\$35.00 for the fee plus \$8.75 for the Certificate of Status).

If you should require additional information, please do not hesitate to call at (770) 998-8936 ext. 8270, fax at (770) 518-8102, or e-mail at cbolourtchi@compbenefits.com.

Very truly yours,

Cindy Bolourtchi, Director
Regulatory Compliance

FILED
01 MAR -8 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
3-13-01
BMS

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. CompDent Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Texas 3. May 24, 1977
Incorporated under laws of 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 5, 2001

5. CompBenefits 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
01 MAR -8 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bruce A. Mitchell
Signature

2-21-01
Date

Bruce A. Mitchell
Typed or printed name

Secretary
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 & Registration Division of the Texas Department of Insurance.

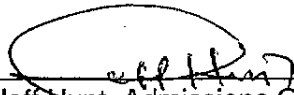
Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department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

Amendment to the Articles of Incorporation for COMPBENEFITS INSURANCE COMPANY, Houston, Texas, Commissioner Order No. 01-0016, dated January 5, 2001, consisting of six (6) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 21st day of February, 2001.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY:



Jeff Hunt, Admissions Officer
Company Licensing & Registration Division
Order No. 00-1002

01-0016

No. _____

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

Date: JAN 05 2001

Subject Considered:

COMPDENT INSURANCE COMPANY
Houston, Texas
TDI No. 01-05980

AMENDMENTS TO THE ARTICLES OF INCORPORATION

CONSENT ORDER
DOCKET NO. C-00-1077

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, pursuant to TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04, the application of COMPDENT INSURANCE COMPANY, Houston, Texas, hereinafter referred to as "COMPDENT", for approval of amendments to its Articles of Incorporation, decreasing the par value of its capital stock and changing its name from COMPDENT INSURANCE COMPANY to COMPBENEFITS INSURANCE COMPANY.

Staff for the Texas Department of Insurance and the duly authorized representative of COMPDENT, have consented to the entry of this order as evidenced by their signatures hereto and request the Commissioner of Insurance informally dispose of this matter pursuant to the provisions of TEX. INS. CODE ANN. §36.104, TEX. GOV'T CODE ANN. §2001.056, and 28 TEX. ADMIN. CODE §1.47.

WAIVER

COMPDENT acknowledges the existence of its right to the issuance and service of notice of hearing, a public hearing, a proposal for decision, rehearing by the Commissioner of Insurance, and judicial review of this administrative action, as provided for in TEX. INS. CODE ANN. §§36.201-36.205 and TEX. GOV'T CODE ANN. §§2001.051, 2001.052, 2001.145 and 2001.146, and by the signature of its duly authorized representative on this order, has expressly waived each and every such right and acknowledges the jurisdiction of the Commissioner of Insurance.

FINDINGS OF FACT

Based upon the express consent of COMPDENT and the recommendation of the Texas Department of Insurance staff, the Commissioner of Insurance makes the following findings of fact:

01-0016

COMMISSIONER'S ORDER
COMPEDENT INSURANCE COMPANY
PAGE 2 of 4

1. COMPEDENT is a domestic stock life insurance company.
2. Action by the Board of Directors and Shareholders of COMPEDENT authorizing the proposed charter amendment as required and permitted by TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04 has been evidenced to the Commissioner of Insurance.
3. Action by COMPEDENT 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 COMPBENEFITS INSURANCE COMPANY, is not so similar to that of any other insurance company as to be likely to mislead the public.
4. A name change endorsement for COMPBENEFITS INSURANCE COMPANY, Houston, Texas, Form Name Change 08/00 has been filed with the Life/Health Division.
5. As a result of the amendment to the Articles of Incorporation, COMPEDENT will decrease the par value of capital stock from two dollars and ten cents (\$2.10) to one dollar and sixty-seven cents (\$1.67) per share.
6. As a result of the decrease in par value, stated capital will decrease from two million five hundred twenty thousand dollars (\$2,520,000) to two million four thousand dollars (\$2,004,000).
7. Upon approval of the charter amendment, COMPEDENT will have two million four hundred thousand (2,400,000) shares of authorized capital stock.
8. Upon approval of the charter amendment, one million two hundred thousand (1,200,000) shares of the capital stock representing 50 percent (50%) of the authorized capital stock will be issued and outstanding.
9. The proposed capital and surplus of COMPEDENT is equal to or exceeds the minimum requirements of capital and surplus required by the Texas Insurance Code for a domestic life insurance company, and is the bona fide, unconditional, and unencumbered property of the company. The decrease in par value of the capital stock is in compliance with TEX. INS. CODE ANN. art. 3.02a.
10. COMPEDENT represents to the Commissioner of Insurance that its officers, directors and managing executives possess sufficient insurance experience, ability, and standing to render the continued success of the company probable.
11. COMPEDENT is acting in good faith.

01-0016

COMMISSIONER'S ORDER
COMPDENT INSURANCE COMPANY
PAGE 3 of 4

CONCLUSIONS OF LAW

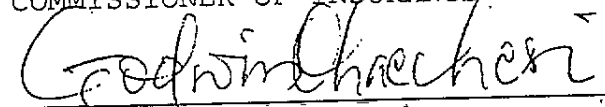
Based upon the foregoing findings of fact, the Commissioner of Insurance makes the following conclusions of law:

1. The Commissioner of Insurance has authority and jurisdiction over this application under TEX. INS. CODE ANN. art. 3.05.
2. The Commissioner of Insurance has authority to dispose of this matter under TEX. GOV'T CODE ANN. §2001.056, TEX. INS. CODE ANN. §36.104, and 28 TEX. ADMIN. CODE §1.47.
3. COMPDENT and staff have knowingly and voluntarily waived all procedural requirements for the entry of this order, including, but not limited to, notice of hearing, a public hearing, a proposal for decision, rehearing by the Commissioner of Insurance, and judicial review of the order as provided for in TEX. GOV'T CODE ANN. §§2001.051, 2001.052, 2001.145 and 2001.146, and TEX. INS. CODE ANN. §§36.201 - 36.205.
4. Action by the Board of Directors and the Shareholders of COMPDENT authorizing the proposed amendments as required and permitted by TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04 has been evidenced to the Commissioner of Insurance.
5. The proposed amendments to the Articles of Incorporation of APPLICANT is properly supported by the required documents.

IT IS, THEREFORE, THE ORDER of the Commissioner of Insurance that the charter amendments of COMPDENT INSURANCE COMPANY, Houston, Texas decreasing the par value of its capital stock from two dollars and ten cents (\$2.10) to one dollar and sixty-seven cents (\$1.67) and changing its name from COMPDENT INSURANCE COMPANY to COMPBENEFITS INSURANCE COMPANY and that such amendments be, and the same is hereby, approved. It is further ORDERED that a Certificate of Authority be issued to COMPBENEFITS INSURANCE COMPANY, Houston, Texas evidencing the change effected by the amendment and that thereupon the prior Certificate of Authority No. 12416, dated January 31, 2000, be canceled.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

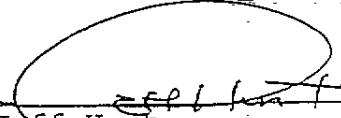
BY:


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

01-0016

COMMISSIONER'S ORDER
COMPDENT INSURANCE COMPANY
PAGE 4 of 4

Recommended by: _____



Jeff Hunt
Admissions Officer
Company Licensing & Registration

Agreed to by: _____

COMPDENT INSURANCE COMPANY



(printed name) Bruce A. Mitchell

Title: Secretary

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF RESTATEMENT AND AMENDMENT
OF
COMPDET INSURANCE COMPANY
(FORMERLY KNOWN AS NEW LIFE INSURANCE COMPANY)

Pursuant to the Texas Insurance Code, the undersigned, being an authorized officer of COMPDET INSURANCE COMPANY, a Texas insurance company (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Restatement and Amendment:

ARTICLE ONE

The name of the corporation is COMPDET INSURANCE COMPANY.

ARTICLE TWO

Article IV, CAPITAL STOCK, of the Articles of Restatement and Amendment is hereby amended so as to read in its entirety as follows:

ARTICLE IV
CAPITAL STOCK

The amount of the authorized capital stock of the Corporation is Four Million Eight Thousand and 00/100 Dollars (\$4,008,000.00) divided into Two Million Four Hundred Thousand (2,400,000) shares having a par value of One and 67/100 Dollars (\$1.67) 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 Four Thousand and 00/100 Dollars (\$2,004,000.00) 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 THREE

The aforementioned amendments to the Articles of Restatement and Amendment were adopted by the sole shareholder of the Company on June 21, 2000. As of June 21, 2000, one million two hundred thousand (1,200,000) shares of stock of the Company were issued and outstanding and entitled to vote, and all one million two hundred thousand (1,200,000) shares were voted in favor of the amendments.

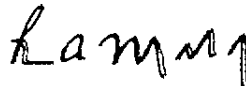
ARTICLE FOUR

This Amendment does not provide for an exchange, reclassification, or cancellation of issued shares. This Amendment effects a change in the amount of capital by a reduction in the amount of par value from \$2.10 per share to \$1.67 per share. The authorized capital of the corporation, as a result of the reduction in par value, shall be \$4,008,000 divided into 2,400,000 shares. The issued and outstanding capital of the corporation shall be \$2,004,000 divided into 1,200,000 shares.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of June, 2000.

COMPIDENT INSURANCE COMPANY

By:



Bruce Mitchell, Secretary