

846496

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

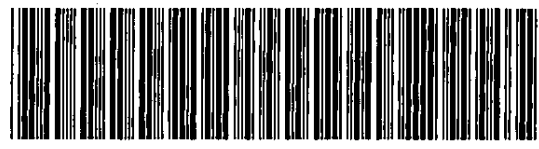
(Business Entity Name)

(Document Number)

Certified Copies Certificates of Status

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Office Use Only



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09/05/06--01021--006 **52.50

Amend

FILED
06 SEP -5 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts SEP 07 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Unicare Life & Health Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tracy L. Whitman
(Name of Contact Person)

WellPoint, Inc.
(Firm/Company)

120 Monument Circle
(Address)

Indianapolis, IN 46204
(City/State and Zip Code)

For further information concerning this matter, please call:

Tracy L. Whitman at (317) 488-6115
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

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

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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)

846496
(Document number of corporation (if known))

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Unicare Life & Health Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Delaware (Incorporated under laws of) 3. July 15, 1980 (Date authorized to do business in Florida)

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

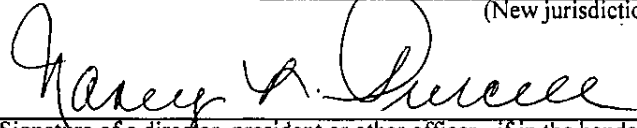
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? N/A

5. N/A
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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.
Indiana
(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)
Nancy L. Purcell
(Typed or printed name of person signing)

Secretary
(Title of person signing)

State of Indiana
Office of the Secretary of State

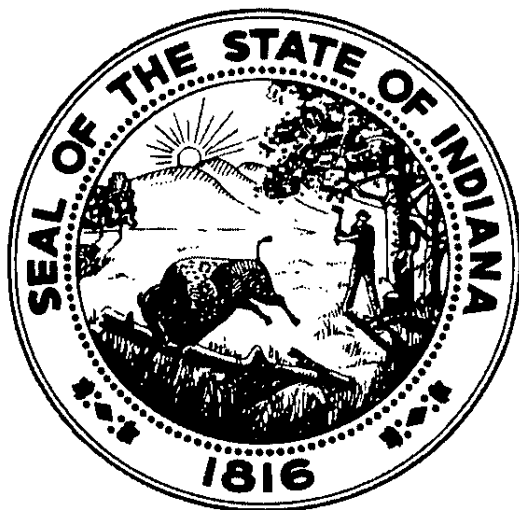
CERTIFICATE OF AMENDED AND RESTATED ARTICLES

of

UNICARE LIFE & HEALTH INSURANCE COMPANY

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Amended and Restated Articles of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, August 16, 2005.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, August 16, 2005.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

2005081700149^u

APPROVED

AMENDED AND RESTATED

RECEIVED
INDIANA SECRETARY
OF STATE

ARTICLES OF INCORPORATION AND REDOMESTICATION

FILED

OF

2005 AUG -5 PM 2:45

John Roberts
IND. SECRETARY OF STATE

UniCare Life & Health Insurance Company

Preamble

UniCare Life & Health Insurance Company (hereinafter referred to as the "Corporation") desires to transfer its corporate domicile from the State of Delaware to the State of Indiana pursuant to the approval of the Indiana Commissioner of Insurance and to be recognized as a corporation formed under the laws of the State of Indiana from its original date of incorporation of June 11, 1971.

The Corporation was incorporated on June 11, 1971 under the laws of the State of Delaware under the name of Bay Colony Life Insurance Company of Delaware. On November 19, 1979, the Corporation's name was changed to MML Pension Insurance Company. On November 21, 1995, the Corporation's name was changed to Mirus Insurance Company. On March 25, 1996, the Corporation's name was changed to UniCare Life & Health Insurance Company.

In connection with the redomestication, the Corporation desires to amend and restate its Articles of Incorporation. These Amended and Restated Articles of Incorporation and Redomestication (hereinafter "Amended Articles") supersede the Corporation's existing Articles of Incorporation.

05 AUG 16 PM 2:23
CORPORATIONS DIV.

ARTICLE ONE

NAME OF THE CORPORATION

The name of the Corporation shall be:

UniCare Life & Health Insurance Company

ARTICLE TWO

ADDRESS AND REGISTERED AGENT

The post office address of the Corporation's principal office in the State of Indiana is 120 Monument Circle, Indianapolis, Indiana 46204. The name and address of the Corporation's registered agent is CT Corporation System, 251 E. Ohio Street, Indianapolis, IN 46024.

ARTICLE THREE

PURPOSE, PLAN OR PRINCIPLE

The Corporation is formed to insure the lives of persons, transact credit life, health and accident insurance business, and to engage in any lawful activity as may be permitted a corporation of this kind by law and not prohibited by laws of Indiana or other states.

ARTICLE FOUR

PERIOD OF EXISTENCE

The term for which the Corporation is to continue as a corporation shall be perpetual.

ARTICLE FIVE

INCORPORATORS, DIRECTORS AND OFFICERS

Section 5.1. Original Incorporators, Directors and Officers. The name, occupation and post office address of each of the incorporators and Directors at the time of the original incorporation of the Corporation 1971 are included within the original incorporation documents of the Corporation, which are hereby incorporated by reference.

Section 5.2. Current Directors. The number of Directors constituting the Board of Directors shall not be less than five (5) nor more than fourteen (14). The names and addresses of the persons elected to serve as Directors at the effective time of this restatement and until the next annual meeting of shareholders, or until their successors are elected and qualified, are:

David Charles Colby
120 Monument Circle
Indianapolis, Indiana 46204

Angela Fick Braly
120 Monument Circle
Indianapolis, Indiana 46204

Sandra Hamilton Miller
120 Monument Circle
Indianapolis, Indiana 46204

Nancy Louise Purcell
120 Monument Circle
Indianapolis, Indiana 46204

David Wilson Fields
233 S. Wacker Drive
Chicago, Illinois 60606

Section 5.3. Current Officers. The persons elected to serve as officers of the Corporation at the effective time of this restatement and until the next annual meeting of Directors, or until their successors are elected and qualify, are:

David W. Fields
David C. Colby
R. David Kretschmer
Nancy L. Purcell
Michael C. Wyatt
Susanne C. Peck

President & Chief Executive Officer
Chief Financial Officer
Treasurer
Secretary
Assistant Secretary
Assistant Secretary

ARTICLE SIX

CAPITAL

The number of shares of common stock, which the Corporation shall have authority to issue, is 3,500,000, with a par value of \$1.00 per share, 3,000,000 of which are issued and outstanding at the time of adoption of these Amended Articles.

ARTICLE SEVEN

MEETINGS OF THE STOCKHOLDERS

Meetings of the stockholders may be held within or without the State of Indiana, as the By-Laws may provide. The books of the Corporation may be kept outside the State of Indiana at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

ARTICLE EIGHT

VOTING

Cumulative voting of shares of stock for election of Directors of the Corporation is expressly prohibited.

ARTICLE NINE

PROVISIONS AND REGULATIONS OF BUSINESS AND CONDUCT OF AFFAIRS OF THE CORPORATION

The corporation shall have the right to engage in all lines of activity allied with or incidental to the purposes for which it is formed and not forbidden by the laws of the State of Indiana, and shall have the capacity to act, the authority and all of the general rights, privileges and powers referred to in I.C. 27-1-7-2.

ARTICLE TEN

AMEND, CHANGE OR REPEAL PROVISIONS OF THE ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Amended Articles in the manner now or hereinafter prescribed herein and by the laws of the State of Indiana, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE ELEVEN

MANNER OF ADOPTION AND VOTE

Action by Directors: On June 8, 2005 resolutions were adopted by the Board of Directors of the Corporation proposing to the Shareholder of the Corporation that the provisions and terms of its Articles of Incorporation be amended so as to read as set forth in these Amended Articles.


Action by Shareholder: On June 8, 2005, the parent and Sole Shareholder of all 25,000 shares of common stock of the Corporation entitled to vote in respect hereof, approved these Amended Articles.

Compliance with Legal Requirements: The manner of the adoption of these Amended Articles, and the vote by which they were adopted, constitute full legal compliance with the provisions of the Indiana Insurance law, the Articles of Incorporation and the By-Laws of the Corporation.

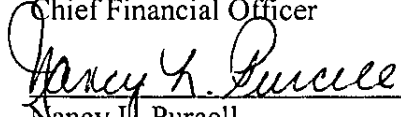
IN WITNESS WHEREOF, the undersigned officers execute these Articles of Amendment of the Articles of Incorporation of the Corporation, and certify to the truth of the facts herein stated, this 14th day of June, 2005.

Article
of 10

David W. Fields
President and Chief Executive Officer




David C. Colby
Chief Financial Officer



Nancy L. Purcell
Secretary



R. David Kretschmer
Treasurer

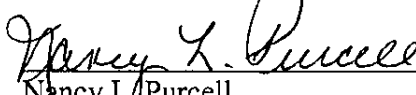


Michael C. Wyatt
Assistant Secretary

Susanne C. Peck
Assistant Secretary

ACKNOWLEDGED:

David W. Fields
President and Chief Executive Officer

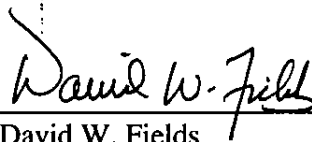


Nancy L. Purcell
Secretary



R. David Kretschmer
Treasurer

IN WITNESS WHEREOF, the undersigned officers execute these Articles of Amendment of the Articles of Incorporation of the Corporation, and certify to the truth of the facts herein stated, this 14th day of June, 2005.



David W. Fields
President and Chief Executive Officer

David C. Colby
Chief Financial Officer

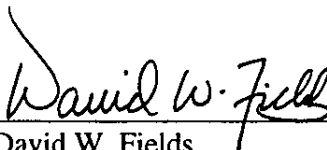
Nancy L. Purcell
Secretary

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Treasurer

Michael C. Wyatt
Assistant Secretary

Susanne C. Peck
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ACKNOWLEDGED:



David W. Fields
President and Chief Executive Officer

Nancy L. Purcell
Secretary

R. David Kretschmer
Treasurer

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Articles
of Inc.

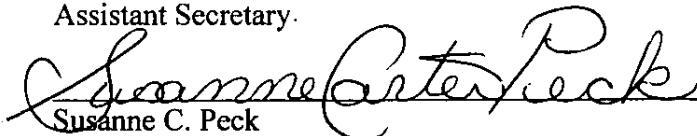
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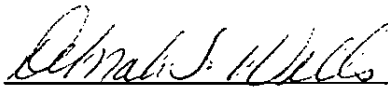
STATE OF INDIANA)

) ss: _____

COUNTY OF MARION) 14th day

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that the aforementioned officers of UniCare Life & Health Insurance Company, personally known to me, acknowledged the execution thereof and swore or attested to the truth of the facts therein stated.

Witness my hand and seal this 14th day of June, 2005.



Deborah S. Wells, Notary Public

My commission expires: February 16, 2007

My county of residence: Morgan