

850084

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

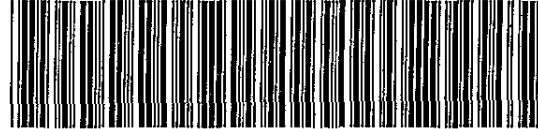
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status

Special Instructions to Filing Officer:

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04 JAN 21 PM 2:03
SECRETARY OF STATE
FILING OFFICE

*Amend NC
T. Lewis 2/2/04*

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Anthem Alliance 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:

Deborah S. Wells

(Name of person)

Anthem Insurance Companies, Inc.

(Name of firm/company)

120 Monument Circle

(Address)

Indianapolis, IN 46204

(City/state and zip code)

For further information concerning this matter, please call:

Deborah Wells

(Name of person)

at (317) 488-6194

(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
409 E. Gaines Street
Tallahassee, FL 32399

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)

850084
(Document number of corporation (if known))

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Anthem Alliance Health Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Texas
(Incorporated under laws of)

3. August 18, 1981
(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? October 23, 2003

5. OneNation 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.

Indiana
(New jurisdiction)

Nancy Purcell
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

December 29, 2003
(Date)

Nancy L. Purcell
(Typed or printed name of person signing)

Secretary
(Title of person signing)



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2003 OCT -2 AM 8:23

STATE OF INDIANA
OFFICE OF THE ATTORNEY GENERAL

INDIANA GOVERNMENT CENTER SOUTH, FIFTH FLOOR
302 WEST WASHINGTON STREET • INDIANAPOLIS, IN 46204-2770

STEVE CARTER
ATTORNEY GENERAL

TELEPHONE (317) 232-6201

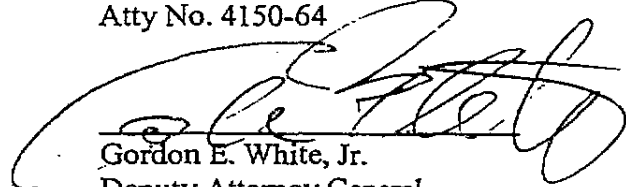
September 21, 2003

CERTIFICATION

I have examined the Amended and Restated Articles of Incorporation and Redomestication of OneNation Insurance Company, and I certify that they conform to the provisions of the Indiana Insurance Law and are not inconsistent with the State and Federal Constitutions.

Respectfully submitted,

STEPHEN CARTER
Attorney General of Indiana
Atty No. 4150-64



Gordon E. White, Jr.
Deputy Attorney General
Atty No. 0001041-49

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Certificate of Similarity
11-9-33

INSURANCE DEPARTMENT
STATE OF INDIANA
office of
COMMISSIONER OF INSURANCE

Indianapolis, Indiana **November 20th, 2003**

I, Sally McCarty, Commissioner of Insurance of the state of Indiana, do hereby certify that I have caused to have compared the annexed copy of the **Amended and Restated Articles of Incorporation and Redomestication of the OneNation Insurance Company** with the original on file at this Department and find the same to be a correct transcript of the whole of said original.



In witness whereof, I have hereunto
set my hand and affixed my official
seal the day and year first above
written.



Insurance Commissioner



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STATE OF INDIANA
OFFICE OF THE ATTORNEY GENERAL

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STEVE CARTER
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Gordon E. White, Jr.
Deputy Attorney General
Atty No. 0001041-49

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AMENDED AND RESTATED

ARTICLES OF INCORPORATION AND REDOMESTICATION

OF

OneNation Insurance Company

Preamble

APPROVED
DEPARTMENT OF INSURANCE

SEP 09 2003

Mark Payfoll
STATE OF INDIANA

Deputy INSURANCE COMMISSIONER

OneNation Insurance Company (hereinafter referred to as the "Corporation") desires to transfer its corporate domicile from the State of Texas 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 November 6, 1974.

The Corporation was incorporated on November 6, 1974 under the laws of the State of Texas under the name of Republic Industrial Life Insurance Company. On December 31, 1980, the Corporation's name was changed to Republic National Life Group Insurance Company. On August 6, 1985, the Corporation's name was changed to American General Group Insurance Company. On July 19, 1990, the Corporation's name was changed to Anthem Life Insurance Company. On April 21, 1998, the Corporation's name was changed to Anthem Alliance Health Insurance Company. With this filing, the Corporation changes its name to OneNation 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.

ARTICLE ONE

NAME OF THE CORPORATION

The name of the Corporation shall be:

OneNation 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 Timothy P. Spears, 120 Monument Circle, Indianapolis, Indiana 46204.

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 1974 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 qualify, are:

David Rhoads Frick
8508 Green Braes South Drive
Indianapolis, Indiana 46234

Cynthia Spade Miller
10521 Williamson Parkway
Carmel, Indiana 46033

Sandra Hamilton Miller
910 Ridge Drive
Greenfield, Indiana 46140

Nancy Louise Purcell
506 Deacon Street
Carmel, Indiana 46032

Michael Lynn Smith
4975 Deer Ridge South Drive
Carmel, Indiana 46033

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:

John M. Murphy
George D. Martin
Nancy L. Purcell
William P. Sakel

President & Chief Operating Officer
Treasurer
Secretary
Valuation Actuary

ARTICLE SIX

CAPITAL

The number of shares of common stock, which the Corporation shall have authority to issue, is 30,000, with a par value of \$100.00 per share, 25,000 of which are issued and outstanding at the time of adoption of these Amended Articles. At the time of adoption of these Amended Articles, the Corporation has capital of two million five hundred thousand dollars (\$2,500,000) and surplus of not less than seventy-four million four hundred ninety-seven thousand eight hundred and seventy-five dollars (\$74,497,875).

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

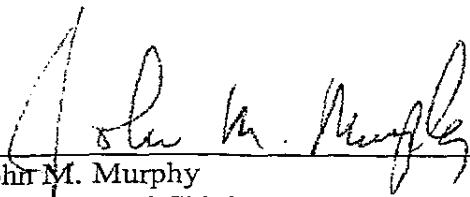
MANNER OF ADOPTION AND VOTE

Action by Directors: On September 3, 2002 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.

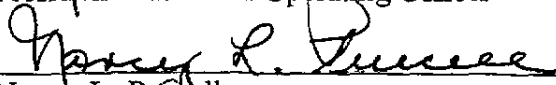
Action by Shareholder: On September 4, 2002, the parent and Sole Shareholder of all 25,000 shares of common stock of the Corporation entitled to vote in respect hereof, approved these Amended Articles.

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.

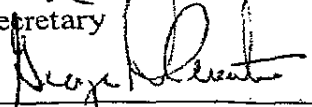
IN WITNESS WHEREOF, the undersigned officers execute these Articles of Amendment of the Articles of Incorporation of the Corporation, and certify to the truth of the facts herein stated, this 24th day of June, 2003.



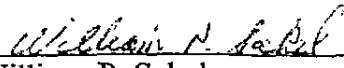
John M. Murphy
President and Chief Operating Officer



Nancy L. Purcell
Secretary

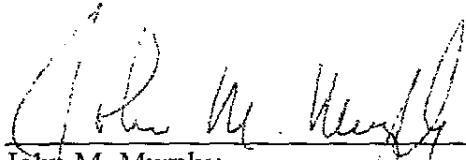


George D. Martin
Treasurer

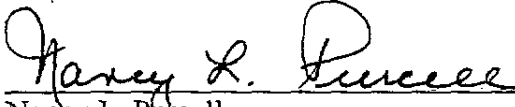


William P. Sakel
Valuation Actuary

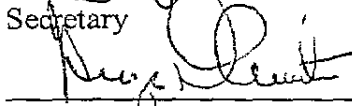
ACKNOWLEDGED:



John M. Murphy
President and Chief Operating Officer



Nancy L. Purcell
Secretary

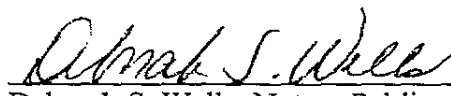


George D. Martin
Treasurer

STATE OF INDIANA)
) ss:
COUNTY OF MARION)

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 OneNation 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 24th day of June, 2003.



Deborah S. Wells, Notary Public
My commission expires: February 16, 2007
My county of residence: Morgan