

851129

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

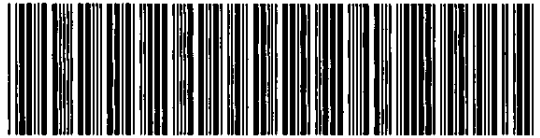
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 SEP 25 PM 1:32

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*Name Change
Amend.
10/6/08
DC*

Polsinelli

Shalton | Flanigan | Suelthaus PC

6201 College Boulevard, Suite 500 | Overland Park, KS 66211-2423
(913) 451-8788 | Facsimile: (913) 451-6205 | www.polsinelli.com

Adam H. Steward
(913) 234-7473
asteward@polsinelli.com

September 24, 2008

BY FEDERAL EXPRESS

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

**Re: Fidelity Life Insurance Company
Document Number: 851129
Amendment to Application for Authorization to Transact Business in Florida**

To Whom It May Concern:

Please find enclosed an Application by Foreign Profit Corporation to File Amendment to Application of Authorization to Transact Business in Florida, on behalf of Fidelity Life Insurance Company, along with a check in the amount of \$43.75, which represents the required filing fee and the fee to obtain a Certificate of Status.

Please note that the enclosed Amended Articles of Incorporation, are electronic versions of the certified Amended Articles of Incorporation, which is the only kind of certification currently provided by the Oklahoma Secretary of State's Office. In other words, we are not able to obtain Amended Articles of Incorporation from the Oklahoma Secretary of State's Office with a certification that bears a physical signature. The Oklahoma Secretary of State's Office only provides certified documents in the enclosed electronic format at this time.

If you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,



Adam H. Steward
Paralegal

AHS

Enclosures

cc: Peggy Simpson
Steve Imber, Esq.
Justin Liby, Esq.

031058 / 122346

AHSTE 294996

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Fidelity Life Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: 851129

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Adam Steward, Paralegal
(Name of Contact Person)

Polsinelli Shalton Flanigan Suelthaus, PC
(Firm/Company)

6201 College Boulevard, Suite 500
(Address)

Overland Park, KS 66211
(City/State and Zip Code)

For further information concerning this matter, please call:

Adam Steward, Paralegal at (913) 234-7473
(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)

851129

(Document number of corporation (if known))

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

2. Pennsylvania
(Incorporated under laws of)

3. 11/30/1981
(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? 7/15/2008

5. HealthMarkets 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)

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

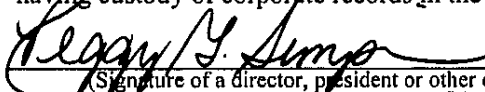
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Oklahoma
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


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

Peggy Simpson

(Typed or printed name of person signing)

Secretary

(Title of person signing)

08 SEP 25 PM 1:32
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

OFFICE OF THE SECRETARY OF STATE



CERTIFIED COPY OF ALL DOCUMENTS ON FILE

CERTIFICATE

I THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that, to the date of this certificate, the attached is a true and correct copy of all documents on file in this office as described below of:

NAME OF ENTITY
HEALTHMARKETS INSURANCE COMPANY

<i>DOCUMENT TYPE</i>	<i>DOCUMENT FILING DATE</i>
<i>Amended Certificate of Incorporation</i>	<i>July 15, 2008</i>
<i>Certificate of Incorporation</i>	<i>May 12, 2008</i>



IN TESTIMONY WHEREOF, I hereunto set my hand and affixed the Great Seal of the State of Oklahoma, done at the City of Oklahoma City, this 18th, day of July, 2008.

M. Susan Savage

Secretary Of State

OFFICE OF THE SECRETARY OF STATE



**AMENDED
CERTIFICATE OF INCORPORATION**

WHEREAS, the Amended Certificate of Incorporation of

HEALTHMARKETS INSURANCE COMPANY

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
15th day of July, 2008.*

M. Susan Savage

Secretary of State

RECEIVED BY

JUL 15 2008

OKLAHOMA
INSURANCE DEPARTMENT
FINANCIAL DIVISION

AMENDED CERTIFICATE OF INCORPORATION

TO: OKLAHOMA SECRETARY OF STATE
2300 N. Lincoln Blvd., Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105-4897

The undersigned Oklahoma corporation, for the purpose of amending its certificate of incorporation as provided by Section 1077 of the Oklahoma General Corporation Act, hereby certifies:

- 1. A. The name of the corporation is: **Fidelity Life Insurance Company**
- B. **As amended:** The name of the corporation has been changed to:

HealthMarkets Insurance Company

2. The name of the registered agent and the street address of the registered office in the State of Oklahoma is: *The Corporation Company, 735 First National Building, 120 North Robinson, Oklahoma City, Oklahoma 73102.*

3. The duration of the corporation is: *Perpetual*

4. The amount of authorized capital stock of the corporation is \$3,000,000.00. The number of authorized shares of capital stock is 300,000 with a par value of \$10.00 per share.

5. Set forth clearly any and all amendments to the certificate of incorporation which are desired to be made: *Article One shall be amended to read as follows:*

"The name of the corporation is HealthMarkets Insurance Company."

That the Sole Shareholder and Board of Directors, by Joint Unanimous Written Consent, adopted a resolution setting forth the foregoing amendment to the Certificate of Incorporation of said corporation, and declaring said amendment to be advisable.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its Senior Vice President and attested by its Secretary this 11th day of July, 2008.

FIDELITY LIFE INSURANCE COMPANY

By:

[Handwritten Signature]
Philip Rydzewski
Senior Vice President

07/15/2008 04:09 PM

OKLAHOMA SECRETARY OF STATE



305

FINANCIAL DIVISION
APPROVED AS TO FORM

JUL 15 2008

ATTEST:

[Handwritten Signature]
Peggy G. Simpson
Secretary



9881150002

INSURANCE COMMISSIONER
OKLAHOMA

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF INCORPORATION

WHEREAS, the Certificate of Incorporation of

FIDELITY LIFE INSURANCE COMPANY

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
12th day of May, 2008.*

M. Susan Savage

Secretary of State

05/20/2008 08:51 AM
OKLAHOMA SECRETARY OF STATE

FILED - Oklahoma Secretary of State #3112179922 05/12/2008 09:11



ARTICLES OF INCORPORATION
OF
FIDELITY LIFE INSURANCE COMPANY

FINANCIAL DIVISION
APPROVED AS TO FORM

MAY 07 2008

A Stock Insurance Company
Redomesticated from
The State of Pennsylvania to
The State of Oklahoma

INSURANCE COMMISSIONER
OKLAHOMA

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

The undersigned corporation (the "Company"), an insurance company originally formed June 11, 1981 under the laws of the State of Delaware, and having redomesticated June 30, 1995 to the State of Pennsylvania, for the purpose of redomesticating the Company in the State of Oklahoma, retaining its original incorporation date in Delaware of June 11, 1981, effecting a change in the Company's status from that of a foreign insurance company to an Oklahoma domestic insurance company formed under the laws of Oklahoma, all in accordance with the provisions of the Oklahoma General Corporation Act, does hereby state as follows:

ARTICLE ONE
NAME

The name of the corporation is Fidelity Life Insurance Company.

ARTICLE TWO
PERIOD OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The purpose for which the corporation is organized is to enter into contracts and policies of life and/or health and accident insurance and annuities, and reinsurance as defined in the Oklahoma Insurance Code, to issue policies of insurance and annuities, and to engage in any lawful activity permitted under the general corporate statutes of the State of Oklahoma, and not forbidden by the Insurance Code of Oklahoma or the regulations of the Oklahoma Commissioner of Insurance.

ARTICLE FOUR
PRINCIPAL OFFICE

The home office of the corporation shall be in Oklahoma City, Oklahoma with an administrative office in Tarrant County, Texas, and the Corporation is authorized to transact business in all the counties of said state, and in such other states and counties as the Board of Directors may from time to time determine and make application to do.

RECEIVED BY

APR 28 2008

OKLAHOMA
INSURANCE DEPARTMENT
FINANCIAL DIVISION

RECEIVED
OK SEC. OF STATE
MAY 07 2008

**ARTICLE FIVE
REGISTERED OFFICE AND REGISTERED AGENT**

The agent for service of process in the State of Oklahoma is The Corporation Company, 735 First National Building, 120 North Robinson, Oklahoma City, Oklahoma 73102.

**ARTICLE SIX
TERMS OF CAPITAL STOCK**

The Corporation shall be a stock company and not a mutual company. The amount of authorized capital stock of the corporation is \$3,000,000.00. The number of authorized shares of capital stock is 300,000 with a par value of \$10.00 per share. Three hundred thousand (300,000) shares, representing one hundred (100%) percent of the aggregate par value of the shares authorized to be issued, have been in good faith subscribed to and fully paid for. Each shareholder of capital stock shall be entitled to cast (1) vote for each share of stock standing in his/her name on the books of the Corporation and will be entitled to share in any dividend declared by the Corporation. All authorized shares shall be common shares of the same class, shall have one vote per share at all shareholder meetings, and shall be equal in all respects. Shares may be redeemed by the corporation and canceled only as authorized by the laws of this State.

**ARTICLE SEVEN
PREEMPTIVE RIGHTS**

The preemptive right of a shareholder of this corporation to subscribe to any or all additional shares of stock of the corporation or any and all classes or series thereof, or to any securities of the corporation convertible into such stock, is denied.

**ARTICLE EIGHT
DIRECTORS**

The affairs of the corporation shall be managed by a Board of Directors composed of at least three (3) and no more than fifteen (15) members. The number, within the limits herein provided, may be increased by resolution of the Board of Directors or in such other manner permitted or required by law; however, such number of directors shall never be fewer than the minimum limit as provided in the Oklahoma Insurance Code.

The names and addresses of the persons presently serving as directors of the corporation, until the next annual meeting of the shareholders or until their successors are elected and have qualified, are:

William J. Gedwed	9151 Boulevard 26, North Richland Hills, TX 76180
Michael E. Boxer	9151 Boulevard 26, North Richland Hills, TX 76180
Michael A. Colliflower	9151 Boulevard 26, North Richland Hills, TX 76180

**ARTICLE NINE
DIRECTOR LIABILITY**

No director of the corporation shall be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this article does not eliminate or limit the liability of a director to the extent that the director is found liable for (1) a breach of the director's duty of loyalty to the corporation or its shareholders; (2) an act or omission not in good faith that constitutes a breach of a duty of the director to the company

or an act or omission that involves intentional misconduct or a knowing violation of law; (3) a transaction from which the director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (4) an act or omission for which liability of a director is expressly provided for by an applicable statute.

ARTICLE TEN INDEMNIFICATION

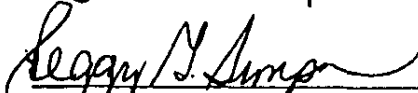
With respect to its officer and directors, the corporation shall, and with respect to its agents and employees, the corporation may, to the fullest extent permitted by the Oklahoma General Corporation Act, indemnify such persons from and against any and all of the expenses, liabilities or other matters referred to in or covered by the applicable sections of the Oklahoma General Corporation Act. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw or agreement and once conferred shall continue as to a person who has ceased to be a director, officer, agent or employee and shall insure to the benefit of the heirs, executors and administrators of such a person to the extent established by the grant of indemnity.

The President and Secretary of the Company were duly authorized to do all things necessary to make said Articles of Incorporation effective as required by law.

In conformity with the above, I, William J. Gedwed, and Peggy G. Simpson, respectively the President and Secretary of the Company, have executed this instrument and do hereby sign an acknowledgement of the same for and on behalf of the Company as of the 18th day of April, 2008.

FIDELITY LIFE INSURANCE COMPANY

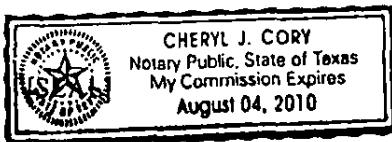
By: 
William J. Gedwed, President

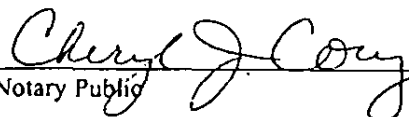
By: 
Peggy G. Simpson, Secretary

STATE OF TEXAS }
COUNTY OF TARRANT };

BE IT REMEMBERED, the undersigned Notary Public, in and for the aforesaid County and State, that on this 18th day of April, 2008, personally appeared before me William J. Gedwed and Peggy G. Simpson, known to me to be the President and Secretary, respectively, of FIDELITY LIFE INSURANCE COMPANY, and acknowledged to me that they executed this document as their free and voluntary act and deed, and that the statements contained herein are true.

GIVEN UNDER my hand and seal of office the 18th day of April, 2008.




Notary Public