

F03000005474

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : WELLCARE HEALTH PLANS, INC.
Account Number : I20050000188
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

HOME OWNERS LIFE INSURANCE COMPANY

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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.)

((H06000267022 3))

SECTION I
(1-3 MUST BE COMPLETED)

F03000005474

(Document number of corporation (if known))

1. Home Owners Life Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Illinois

(Incorporated under laws of)

3. 10/31/2003

(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? September 27, 2006

5. WellCare Health Insurance of Illinois, Inc.

(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.

n/a

(New jurisdiction)

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

Thaddeus Bereday

(Typed or printed name of person signing)

Secretary

(Title of person signing)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF ILLINOIS
DEPARTMENT OF FINANCIAL
AND PROFESSIONAL REGULATION
Division of Insurance

200 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-4001

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Financial and Professional Regulation, Division of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed this Seal in Springfield, Illinois.

Date: OCT 04 2005 Michael T. McPartland
Director of Insurance

Printed on Recycled Paper



11.446-0135 (3/05)

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HOME OWNERS LIFE INSURANCE COMPANY

The undersigned, a duly authorized officer of Home Owners Life Insurance Company (the "Corporation"), for the purpose of amending and restating its Articles of Incorporation and pursuant to the provisions of Section 29 of the Illinois Insurance Code hereby executes the following Amended and Restated Articles of Incorporation:

- ARTICLE I:** The name of the Corporation shall be WellCare Health Insurance of Illinois, Inc.
- ARTICLE II:** The principal office of the Corporation shall be in the City of Chicago, County of Cook and the State of Illinois, and it shall have the power to conduct its business wherever authorized by law. Its Board of Directors shall have power to establish other offices in this State and elsewhere in the United States and in any part of the world.
- ARTICLE III:** The duration of the corporation shall be perpetual.
- ARTICLE IV:** The kinds of insurance to be transacted by this corporation shall be those specified in Class 1(a) and (b) of Section 4 of the Illinois Insurance Code.
- ARTICLE V:** The corporate powers of the Corporation shall be exercised by a Board of Directors composed of not less than three (3) nor more than eight (8) natural persons who are at least eighteen (18) years of age and at least three (3) of whom are residents and citizens of the State of Illinois. The actual number of Directors of the Corporation may be fixed from time to time, within the minimum and maximum range, by the Directors or shareholders without further amendment to the Bylaws. The Directors of the corporation shall be elected annually at an Annual Meeting or Special Meeting of the shareholders. The Directors shall take office immediately upon election and shall hold such office until the next Annual Meeting following their election and until their successors are elected and have qualified. Directors shall be chosen and elected by a plurality.
- ARTICLE VI:** The amount of the authorized capital of the Corporation is Three Million Dollars (\$3,000,000); the capitalization of the Corporation is represented by Three Million (3,000,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The number of shares issued and outstanding stands at Two Million Five Hundred Thousand (2,500,000) shares.

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IN WITNESS WHEREOF, the undersigned, has caused these Amended and Restated Articles of Incorporation to be executed by its President, and its corporate seal to be hereto affixed, attested by its Secretary, this 22 day of September, 2006.

HOME OWNERS LIFE INSURANCE COMPANY

By: Todd S. Farha
Todd S. Farha, President

By: Thaddeus Bereday
Thaddeus Bereday, Secretary

Approved 9/27/06
State of Illinois/IDFPR
Division of Insurance
Michael M. Keith
DIRECTOR OF INSURANCE

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