



F96000002814

Anthem Health & Life Insurance Company
1 Centennial Avenue, P.O. Box 1326
Piscataway, NJ 08855-1326
Tel 732 980-4266
Fax 732 980-4160
www.ahlic.com

Audrey Davidson-Cunningham
Counsel

October 18, 1999

Florida Secretary of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

700003054927--6
-11/29/99--01016--005
*****35.00 *****35.00

RE: Name Change of Anthem Health & Life Insurance Company
To Alta Health & Life Insurance Company
NAIC No: 67369

FILED
99 NOV 23 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Pursuant to instructions from the Department of Insurance in connection with the above name change, enclosed please find the following:

1. Completed application for amendment;
2. Certificate of Compliance from the State of Indiana; and
3. Check for \$25 filing fee and check for \$8.75 for certified copy.

It is my understanding that once you have approved the name change, you will issue a Certificate of Good Standing. We will then submit it to the Department of Insurance in support of our request for a new Certificate of Authority in the name of Alta Health & Life Insurance Company.

Kindly contact me should you have any questions concerning this matter.

Sincerely,

Audrey Davidson-Cunningham

ADC:krm
(florida.doc)

Enclosures

700003054927--6
-11/29/99--01016--006
*****8.75 *****8.75

NIC Amend

S. PAYNE NOV 24 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 28, 1999

Audrey Davidson Cunningham
% ANTHEM HEALTH & LIFE INSURANCE COMPANY
Post Office Box 1326
Piscataway, NJ 08855-1326

SUBJECT: ANTHEM HEALTH & LIFE INSURANCE COMPANY
Ref. Number: F96000002814

We have received your document for ANTHEM HEALTH & LIFE INSURANCE COMPANY and check(s) totaling \$43.75. However, your check(s) and document are being returned for the following:

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return the enclosed check for \$43.75 or a newly issued check with your corrected document.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 999A00051953



Anthem Health & Life Insurance Company
1 Centennial Avenue, P.O. Box 1326
Piscataway, NJ 08855-1326
Tel 732 980-4266
Fax 732 980-4266
www.ahlic.com

Audrey Davidson-Cunningham
Counsel

November 16, 1999

Louise Flemming-Jackson
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Anthem Health & Life Insurance Company
Ref. No.: F96000002814

You indicated that you needed proof that the name was changed from Anthem Health & Life Insurance Company to Alta Health & Life Insurance Company. Enclosed please find the following:

1. Certificate of Similarity dated August 26, 1999 from Indiana and our letter dated June 15, 1999 requesting the name change;
2. Checks totaling \$43.75; and
3. Application to file Amendment pursuant to s.607.1504, F.S.

I trust that this will be sufficient to issue a certificate of good standing.

Please contact me immediately if you have any questions.

Sincerely,



Audrey Davidson Cunningham

ADC:krm
(florida.doc)

Enclosures

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. Anthem Health & Life Insurance Company
Name of corporation as it appears on the records of the Department of State.

2. Indiana 3. June 4, 1996
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? June 30, 1999

5. Alta Health & Life 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


Signature

9/30/99
Date

Audrey Davidson Cunningham
Typed or printed name

Counsel
Title

FILED
99 NOV 23 PM 12: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Similarity
11-9-33

INSURANCE DEPARTMENT
STATE OF INDIANA
office of
COMMISSIONER OF INSURANCE

Indianapolis, Indiana **August 26, 1999**

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 Restated Articles of Incorporation of Alta Health & Life Insurance Company, dated June 30, 1999** 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.

Sally McCarty

Insurance Commissioner

RECEIVED
CORPORATIONS DIV.
99 JUL 19 PM 3:55
SUE ANHE GILROY

APPROVED
DEPARTMENT OF INSURANCE

JUN 30 1999
[Signature]
STATE OF INDIANA
INSURANCE COMMISSIONER

**RESTATED ARTICLES OF INCORPORATION
OF
ALTA HEALTH & LIFE INSURANCE COMPANY**

**APPROVED
AND
FILED
IND. SECRETARY OF STATE**

PREAMBLE

The Corporation was originally incorporated on May 2, 1963 under the laws of the State of Florida as Orange State Life Insurance Company. On June 15, 1982, the Corporation's name was changed to Home Life Financial Assurance Corporation. On August 1, 1994, the Corporation transferred its corporate domicile from the State of Florida to the State of Ohio. On March 21, 1996, the Corporation's name was changed to Anthem Health & Life Insurance Company and its corporate domicile was transferred from the State of Ohio to the State of Indiana.

These Restated Articles of Incorporation supersede the existing Articles of Incorporation and Redomestication of Anthem Health & Life Insurance Company.

ARTICLE A

NAME OF THE CORPORATION

The name of the Corporation is ALTA HEALTH & LIFE INSURANCE COMPANY.

ARTICLE B

PRINCIPAL OFFICE

The address of the Corporation's principal office in the State of Indiana is 10401 North Meridian Street, Suite 350, Indianapolis, Indiana 46290.

ARTICLE C

PURPOSES

The Corporation is organized under the Indiana Insurance Law, Chapter 162 of the Acts of 1935, as amended, and the purposes for which it is organized are:

To insure the lives of persons and to make every insurance appertaining thereto or connected therewith including insurance against permanent mental or physical disability resulting from accident or disease, or against accidental death combined with a policy for life insurance and to grant, purchase or dispose of annuities.

To insure against bodily injury or death by accident and against disablement resulting from sickness and every insurance appertaining thereto.

All to the extent permitted and authorized by the Department of Insurance.

ARTICLE D

TERM OF EXISTENCE

The term for which the Corporation shall continue is perpetual.

ARTICLE E

SHARES

The total number of shares which the Corporation has authority to issue is 2,000,000 shares of common stock with a par value of \$2.00 each, for total authorized capital of \$4,000,000.

ARTICLE F

PAID-IN CAPITAL

The amount of paid-in capital is \$2,520,000.

ARTICLE G

PLAN OF BUSINESS

The business of the Corporation shall be conducted on the legal reserve stock plan.

ARTICLE H

DIRECTORS AND OFFICERS

The following are the names and addresses of the directors of the Corporation who have been elected to serve until the next annual meeting of shareholders, or until their successors are elected and qualified:

<u>Director's Name</u>	<u>Address</u>
Mitchell T.G. Graye	8515 E. Orchard Road Englewood, Colorado 80111
William T. McCallum	8515 E. Orchard Road Englewood, Colorado 80111

<u>Director's Name</u>	<u>Address</u>
Steve H. Miller	8505 E. Orchard Road Englewood, Colorado 80111
James D. Motz	8505 E. Orchard Road Englewood, Colorado 80111
Michael R. Quigley	10401 N. Meridian Street, Suite 350 Indianapolis, Indiana 46290
Martin Rosenbaum	8505 E. Orchard Road Englewood, Colorado 80111
James A. White	1 Centennial Avenue Piscataway, New Jersey 08854

The following are the names, positions and addresses of the principal officers of the Corporation who have been elected to serve until the next annual meeting of directors, or until their successors are elected and qualified:

<u>Officer's Name</u>	<u>Position Held</u>	<u>Address</u>
William T. McCallum	Chairman of the Board	8515 E. Orchard Road Englewood, Colorado 80111
James D. Motz	Vice Chairman and Chief Executive Officer	8505 E. Orchard Road Englewood, Colorado 80111
James A. White	President	1 Centennial Avenue Piscataway, New Jersey 08854
Mitchell T.G. Graye	Executive Vice President and Chief Financial Officer	8515 E. Orchard Road Englewood, Colorado 80111
John T. Hughes	Senior Vice President and Chief Investment Officer	8515 E. Orchard Road, Englewood, Colorado 80111
D.Craig Lennox	Senior Vice President, General Counsel and Secretary	8515 E. Orchard Road, Englewood, Colorado 80111
Glen R. Derback	Vice President and Treasurer	8515 E. Orchard Road, Englewood, Colorado 80111
James L. McCallen	Vice President and Actuary	8515 E. Orchard Road, Englewood, Colorado 80111

ARTICLE I

PROVISIONS FOR REGULATION OF BUSINESS AND CONDUCT OF AFFAIRS OF CORPORATION

Section I.1. 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, 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 Section 80 of Chapter 162 of the Acts of 1935, as amended.

Section I.2. The number of Directors of the Corporation shall not be less than five nor more than twenty-one, the exact number of Directors to be determined, from time to time, in such manner as the By-Laws may prescribe.

ARTICLE J

MANNER OF ADOPTION AND VOTE

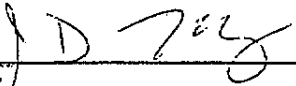
Section J.1. Action by Directors On June 15, 1999, a resolution was adopted by the Board of Directors of the Corporation proposing to the sole shareholder of the Corporation that the provisions and terms of its Articles of Incorporation and Redomestication be amended so as to read as set forth in these Restated Articles of Incorporation.

Section J.2. Action by Sole Shareholder On June 15, 1999, a resolution was adopted by the sole shareholder of the Corporation, adopting these Restated Articles of Incorporation.


Section J.3. Compliance with Legal Requirements The manner of the adoption of the Restated Articles of Incorporation, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Indiana Insurance Law, the Articles of Incorporation and Redomestication and the By-Laws of the Corporation.

ARTICLE K

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles of Incorporation 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.



J.D. Metz
Vice Chairman and
Chief Executive Officer



D.C. Lennox
Senior Vice President,
General Counsel and Secretary

Subscribed and sworn before me this 25th day of June, 1999.



Valerie A. Adair
Notary Public

My commission expires April 9, 2000.

CERTIFICATE OF COMPLIANCE

Department of Insurance

State of Indiana

Office of

Insurance Commissioner

Indianapolis, Indiana August 27, 1999

I, Sally McCarty, Insurance Commissioner of the State of Indiana, do hereby certify that the **Alta Health & Life Insurance Company** has complied with all the requirements of the laws of this State applicable to said Company and is authorized to transact its appropriate business of **Stock Life insurance Class I (a) (b) (c)** in this State, in accordance with the laws thereof.

IN WITNESS WHEREOF, I have hereunto set
my hand and affixed the seal of my office at
Indianapolis, Indiana, the day and year
written above.



Sally McCarty

Insurance Commissioner

Commissioner's Certification Seal is in red

Department of Insurance
State of Indiana
OFFICE OF
Insurance Commissioner

CERTIFICATE OF AUTHORITY

Indianapolis, Indiana July 30, 1999

Whereas, The **Alta Health & Life Insurance Company of Indianapolis, Indiana** having complied with all the requirements of the laws regulating **Stock Life Insurance Companies** doing business in the State of Indiana.

Therefore, as Insurance Commissioner of the State of Indiana, by virtue of authority vested in me by law, I do hereby authorize, empower and license the above named company to transact its appropriate business of:

Class I (a) (b) (c)

through its duly authorized agents in the State of Indiana, in accordance with the laws thereof which are applicable to said Company.



IN TESTIMONY WHEREOF I hereunto
subscribe my name and affix the seal of my
office the date written above.

Sally McCarty

INSURANCE COMMISSIONER