

835607

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

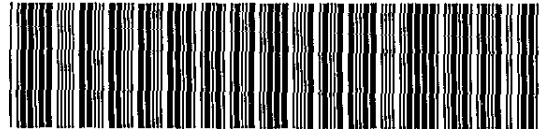
(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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02 NOV 14 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AOR

11/14/02

CT CORPORATION

November 14, 2002

Secretary of State, Florida
409 East Gaines Street
N/A
Tallahassee FL 32399

Re: Order #: 5714660 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Provantis Insurance Company (DE)
Evidence of Amendment
Florida

Delta Dental Insurance Company (DE)
Evidence of Amendment
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

To: Kenneth Ramsey

Please call Melvin
with any problems!

Thanks,

222-1092

Customer said

that DE
does not issue

cert-re for

Reimbursement

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CT CORPORATION

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

02 NOV 16 1975
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.)

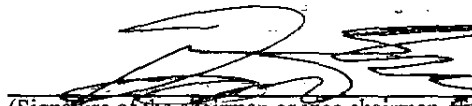
SECTION I
(1-3 MUST BE COMPLETED)

(Document number of corporation (if known))

1. Delta Dental Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Illinois 3. December 17, 1975
(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? Not applicable
5. Not applicable
(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.
Not applicable
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Delaware
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Robert B. Elliott

(Typed or printed name)

10 128/02
(Date)

President

(Title)

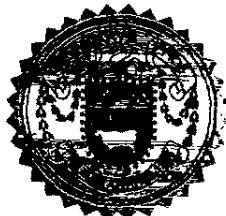
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DOMESTICATION OF "DELTA DENTAL INSURANCE COMPANY", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2002, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF DOMESTICATION IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3575688 8100

020681279

AUTHENTICATION: 2071637

DATE: 11-04-02

**CERTIFICATE OF REDOMESTICATION
OF
DELTA DENTAL INSURANCE COMPANY**

WHEREAS, Delta Dental Insurance Company (the "Company") was originally incorporated in the State of Illinois on February 9, 1970 under the name of Dental Service Plans Insurance Company and underwent a name change to Delta Service Plans Insurance Company on July 29, 1982, and then to Delta Dental Insurance Company on August 28, 1991, and has continued to actively conduct its business as an Illinois domiciled insurance corporation until the date of the filing of this certificate; and

WHEREAS, the Company now desires to transfer its corporate domicile and its principal place of business from the State of Illinois to the State of Delaware and to redomesticate in the State of Delaware as a Delaware domiciled insurance corporation pursuant to 18 Del. C. Sec. 4946; and

WHEREAS, the Insurance Departments of the States of Delaware and Illinois have reviewed this proposed transfer of domicile and have both issued orders approving the said redomestication of the Company from the State of Illinois to the State of Delaware; and

WHEREAS, it is necessary to formalize this redomestication by filing in Delaware this Certificate of Redomestication and the attached copy of the Company's Restated Certificate of Incorporation in Illinois.

NOW, THEREFORE, Robert B. Elliott, President and William B. McQuiggan, Secretary, of the Company do hereby certify as follows:

1. Delta Dental Insurance Company was originally incorporated as a corporation in the State of Illinois on February 9, 1970 under the name of Dental Service Plans Insurance Company and underwent a name change to Delta Service Plans Insurance Company on July 29, 1982, and then to Delta Dental Insurance Company on August 28, 1991.
2. The current name of the Corporation is Delta Dental Insurance Company and this is the name set forth in its attached Certificate of Incorporation.
3. The Corporation's domicile and principal place of business has been the State of Illinois prior to filing this Certificate of Redomestication, but will be located at 1807 N. Market Street, Wilmington, Delaware after the filing of this Certificate.


4. The Company shall be domesticated with the State of Delaware upon the filing of this Certificate and shall thereafter be subject to all the applicable provisions of Delaware law and the existence of the Corporation shall be deemed to have commenced on the date the Corporation is considered to have commenced its existence in the State of Illinois which is February 9, 1970.
5. The domestication of the Company to Delaware shall not be deemed to affect any obligations or liabilities of the Corporation incurred prior to this domestication.
6. The name and mailing address of the Incorporator is as follows:

Robert B. Elliott
100 First Street
San Francisco, CA 94105

7. The effective date of this Certificate shall be the 30th day of September, 2002.

Delta Dental Insurance Company

By:


Robert B. Elliott
President

Attested by:


William B. McQuiggan, Secretary

[CORPORATE SEAL]

Dated: August 15, 2002

**CERTIFICATE OF INCORPORATION
OF
DELTA DENTAL INSURANCE COMPANY**

Delta Dental Insurance Company (The "Company") was originally incorporated in the State of Illinois on February 9, 1970 under the name Dental Service Plans Insurance Company and underwent a name change to Delta Service Plans Insurance Company on July 29, 1982, and then to Delta Dental Insurance Company on August 28, 1991, and this Certificate of Incorporation, as amended by all of the various amendments filed in Illinois prior to the date of this Certificate, becomes the Corporation's Delaware Certificate of Incorporation upon the filing in Delaware of the Corporation's Certificate of Domestication to which it is an attachment.

ARTICLES OF INCORPORATION

PLEASE SEE ATTACHED ILLINOIS ARTICLES OF INCORPORATION

ARTICLE 9

The address of the corporation's registered office in the State of Delaware is 1807 N. Market Street, in the City of Wilmington, County of New Castle, State of Delaware. The resident agent of this Corporation shall be Diane J. Bartels, Esq.

ARTICLE 10

These duly adopted Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE 11

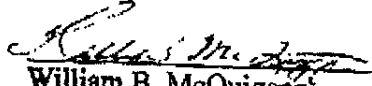
The name and mailing address of the incorporator is as follows:

William B. McQuiggan
100 First Street
San Francisco, CA 94105

The effective date of this Certificate of Incorporation is the 30th day of September, 2002.

IN WITNESS WHEREOF, the undersigned Incorporator of Delta Dental Insurance Company does hereby certify that the directors of said Company adopted the foregoing Restated Articles of Incorporation of Delta Dental Insurance Company, and further certifies that the foregoing Restated Articles of Incorporation will be in full force and effect as of September 30, 2002.

Dated August 15, 2002.


William B. McQuiggan

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
DELTA DENTAL INSURANCE COMPANY
(November 1995)**

The undersigned Delta Dental Insurance Company, for the purpose of amending its Articles of Incorporation pursuant to the provisions of Section 29 of the Illinois Insurance Code, Ill. Rev.Stat. ch. 73, §641, hereby executes the following Articles of Amendment, setting forth its Articles of Incorporation, as amended as follows:

Article 1. Name. The name of the corporation shall be "DELTA DENTAL INSURANCE COMPANY".

Article 2. Principal Office. The principal or home office of the corporation shall be located in the City of Oak Brook, County of DuPage, and State of Illinois.

Article 3. Duration. The duration of the corporation shall be perpetual.

Article 4. Classes of Insurance to be Written. The corporation shall have the power to transact the kinds of insurance business defined in clause (b) of Class 1 of Section 4 of the Illinois Insurance Code, as amended.

The Corporation shall have the power to do any and all acts and things necessary and proper to carry out the purpose for which it is organized.

Article 5. Board of Directors. The corporate powers shall be exercised by and the corporation's business and affairs shall be under the control of a board of directors composed of not less than three nor more than twenty-one (to be fixed by the By-Laws) natural persons

who are shareholders and who are at least twenty-one years of age and at least three of whom are residents and citizens of the State of Illinois. Each director shall serve for a term of one year or until his successor has been duly elected and qualified.

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate his shares, and give one candidate as many votes as the number of directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and directors shall not be elected in any other manner.

The Board of Directors shall have power to adopt, amend and repeal By-Laws not inconsistent with the laws of the State of Illinois and these Articles of Incorporation and to make and enforce such rules and regulations as shall be deemed necessary or desirable for the government of the directors, officers, agents and employees of the corporation and for the conduct of its business and affairs.

Article 6. By-Laws. The power to alter, amend or repeal provisions of the By-Laws containing restrictions on the issuance or transfer of shares of capital stock of the corporation and to adopt new By-Laws restricting issue or transfer of shares is hereby reserved to the shareholders to be exercised by a vote of two-thirds (2/3) of all of the outstanding shares.

Article 7. Authorized Capital. The authorized capital shall be Sixteen Million Seven Hundred Fifty Thousand Dollars (\$16,750,000), divided as follows. The total number of shares of common stock which the corporation shall have authority to issue is Two

Hundred Fifty Thousand (250,000), and the par value of each such share shall be Twenty Five Dollars (\$25.00), amounting in the aggregate to Six Million Two Hundred Fifty Thousand Dollars (\$6,250,000). The total number of shares of non-voting preferred stock which the corporation shall have authority to issue is One Hundred Fifty Thousand (150,000), and the par value of each such share shall be Seventy Dollars (\$70.00), amounting in the aggregate to Ten Million Five Hundred Thousand Dollars (\$10,500,000).

The shares of preferred stock shall have such rights, privileges and be subject to such conditions not inconsistent with these articles and any statute or official regulation as may be stated in the resolutions of the Board of Directors providing for the issue of such non-voting preferred shares.

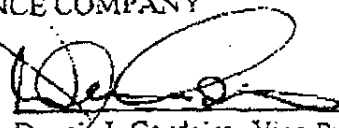
The Board of Directors shall have the power, by appropriate resolution, to authorize the issuance or sale at any time, or from time to time, of the whole or any part of the authorized but unissued shares of common stock or the authorized but unissued shares of non-voting preferred stock in accordance with the provisions of the Insurance Code as additions to paid-up capital and paid-in surplus, pursuant to one or more permits issued at any time, or from time to time, by the Director of Insurance of the State of Illinois.

Article 8. Amendments. These Articles of Incorporation may be amended from time to time in the manner provided by the Illinois Insurance Code or other applicable statute in effect as of the date of amendment.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to its Articles of Incorporation to be executed in duplicate in its name by its Vice President and its corporate seal to be hereto affixed, attested by its Assistant Secretary this 9th day of February 1996.

0


DELTA DENTAL INSURANCE COMPANY


Dennis I. Cordeiro, Vice President

(CORP. SEAL)

ATTEST:


Robert G. Becker, Assistant Secretary

Approved	<u>2/27/96</u>
Date	
State of Illinois	
Department of Insurance	
	
Comptroller of Insurance	
By	