2-1560

F96000002814

Anthem Health

Anthem Health & Life Insurance Company
One Centennial Avenue
P.O. Box 1326
Piscataway, New Jersey 08855-1326
(908) 980-7016 Fax (908) 980-1160
E-mail: Jerry_hanrahan@pl.anthemhealth.com

Jeremiah J. Hanrahan
General Counsel

May 10, 1996

300001823819
-05/15/96--01121--019
*****43.75 *****43.75

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -4 AM 10:41

RE: Redomestication/Name Change of
Home Life Financial Assurance Corporation
(Changing Name to Anthem Health & Life Insurance Company)

As a follow-up to my letter of April 25, enclosed please find the completed Application to File Amendment, an original certificate evidencing the amendment from Indiana, our new state of incorporation, an Indiana certified Certificate of Compliance and the $43.75 filing fee.

If you require additional information, I can be reached at the address and telephone number above.

Thank you for your immediate assistance in this matter.

Very truly yours,

Jeremiah J. Hanrahan

Jeremiah J. Hanrahan

JJH:km
(florida)

Enclosures

Name + Jurisdiction
Change - SP

Jeremiah J. Hanrahan
General Counsel

Home Life Financial Assurance Corporation

April 25, 1996

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

ATTN: New Filings

RE: Redomestication/Name Change of Home Life Financial Assurance Corporation (Changing Name to Anthem Health & Life Insurance Company)

I have been advised by the Department of Insurance to file our Articles of Incorporation with your office.

Enclosed is this document. I am requesting a certificate of good standing reflecting our new name. If you require any fees or additional information, please let me know.

Very truly yours,

Jeremiah J. Hanrahan

JJH:krn
(inredom)

Enclosure

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.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -4 AM 10:41

SECTION I

(1-3 must be completed)

1. Home Life Financial Assurance Corporation
   Name of corporation as it appears on the records of the Department of State.

2. Ohio
   Incorporated under laws of

3. 5/2/63 as a FL corp., #269570
   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? April 1, 1996

5. Anthem 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.

   New Duration

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

   Indiana
   New Jurisdiction

Signature

5/10/95
Date

Jeremiah J. Hanrahan
Typed or printed name

Assistant Secretary
Title

Certificate of Similarity
11-9-33

INSURANCE DEPARTMENT

STATE OF INDIANA

office of

COMMISSIONER OF INSURANCE

Indianapolis, Indiana April 29, 1996

I, Donna D. Bennett, Commissioner of Insurance of the State of Indiana, do hereby certify that I have caused to have compared the annexed copy of the Permit to Complete Redomestication of the ANTHEM HEALTH & LIFE INSURANCE COMPANY of Indianapolis, Indiana

with the original of 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. Donna D Bennett

Commissioner of Insurance

State Form 39896

PERMIT TO COMPLETE REDOMESTICATION

The Anthem Health & Life Insurance Company (formerly Home Life Financial Assurance Corporation) (the "Company") an insurer domiciled in and organized under the laws of Ohio, has declared its intention to the Indiana Department of Insurance ("Department") to become a domestic insurer of the State of Indiana.

Whereas the company has filed with the Department the required Articles of Incorporation, a Certificate of Authority, under I.C. 27-1-3-20, shall be issued to the Company to transact insurance business as a domestic insurer upon completion of the following conditions:

1. Declaration by the Chief Examiner of the Department that the Company satisfies the statutory financial requirements to conduct business as a domestic insurer.

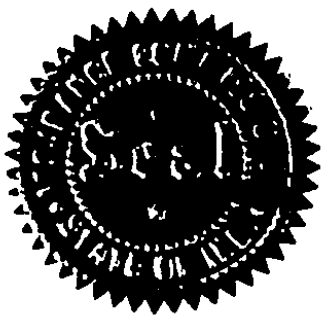
2. Confirmation by the Securities Division of the Department that all statutory deposits necessary to conduct business as a domestic insurer have been met by the Company.

3. Receipt by the Department a letter from the Ohio Department of Insurance approving the redomestication to Indiana and declaring that the Company is in good standing and currently in compliance with Ohio insurance laws.

4. Receipt by the Department of all documents required to be filed with the Department by domestic insurers under Indiana law.

NOW, THEREFORE, I, Donna D. Bennett, Commissioner of Insurance of the State of Indiana, by virtue of authority vested in me by law, do hereby issue this Permit of Redomestication to the Company. This permit is effective for one year from that date of signing unless it be sooner revoked.

Signed and sealed this 29th day of March, 1996.



Donna D. Bennett
Indiana Insurance Commissioner

CERTIFICATE OF COMPLIANCE

DEPARTMENT OF INSURANCE
STATE OF INDIANA

OFFICE OF
INSURANCE COMMISSIONER

April 29, 1996 — Indianapolis, Indiana

I, Donna D. Bennett, Insurance Commissioner of the State of Indiana, do hereby certify that the ANTHEM HEALTH & LIFE INSURANCE COMPANY of Indianapolis, Indiana 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

CLASSES: I(A)(B)(C)

insurance 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. Donna D. Bennett

Insurance Commissioner

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

ANTHEM HEALTH & LIFE INSURANCE COMPANY

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation have been presented to me at my office accompanied by the fees prescribed by law; that I have found such articles conform to law, all as prescribed by the provisions of the Indiana Business Corporation Law, as amended.

NOW, THEREFORE, I hereby issue to such corporation this Certificate of Incorporation, and further certify that its corporate existence will begin March 21, 1996.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-first day of March, 1996.

Deputy

19960312 30

APPROVED
DEPARTMENT OF INSURANCE
MAR 19 1996
STATE OF INDIANA
INSURANCE COMMISSIONER

APPROVED
AND
FILED
IND. SECRETARY OF STATE

ARTICLES OF INCORPORATION AND REDOMESTICATION

OF

ANTHEM HEALTH & LIFE INSURANCE COMPANY

PREAMBLE

The undersigned corporation desires to transfer its corporate domicile from the State of Ohio to the State of Indiana pursuant to the approval of the Indiana Commissioner of Insurance and to be recognized as a corporation from its original date of incorporation of May 2, 1963 in the State of Florida.

The undersigned corporation was incorporated on May 2, 1963 under the laws of the State of Florida under the name 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.

These Articles of Incorporation and Redomestication supersede the existing Articles of Incorporation of Home Life Financial Assurance Corporation.

ARTICLE A

NAME OF THE CORPORATION

The name of the corporation is

ANTHEM HEALTH & LIFE INSURANCE COMPANY

ARTICLE B

PRINCIPAL OFFICE

The address of the Corporation's principal office in the State of Indiana is 120 Monument Circle, Indianapolis, Indiana 46204. The name of its registered agent at such address is Sandra Miller.

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 (the "Common Shares") with a par value of $2.00 each.

ARTICLE F

PAID-IN CAPITAL

The amount of paid-in capital is Two Million, Five Hundred Twenty Thousand Dollars ($2,520,000).

ARTICLE G

PLAN OF BUSINESS

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

ARTICLE H

DATA RESPECTING OFFICERS AND DIRECTORS

The names and addresses of the persons elected to serve as Officers and Directors at the time of this reinstatement and until the next Annual Meeting of the Shareholder, or until their

successors are elected and qualify, are:

Dwane R. Houser 9842 Forestglen Drive Cincinnati, Ohio 45242	Stefen F. Brueckner 4745 Burley Hills Drive Cincinnati, Ohio 45243	William F. Milnes, Jr. 331 Sunny Acres Cincinnati, Ohio 45255
Robert C. Heird 113 Lakeview Court Loveland, Ohio 45140	James A. White 11 Ashland Court Skillman, N.J. 08558	Wayne R. Hanus 54 Green Meadow Middletown, NJ 07748
Jeremiah J. Hanrahan 161 Monroe Avenue Belle Mead, NJ 08502		

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 (5) nor more than twenty-one (21), 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 February 1, 1996, a resolution was adopted by the Board of Directors of the Corporation proposing to the Shareholder of the Corporation entitled to vote in respect of the Amendment that the provisions and terms of its Articles of Incorporation be amended so as to read as set forth in these Articles of Incorporation and Redomestication and meeting of such Shareholder was called to be held February 1, 1996 to adopt or reject the Articles of Incorporation and Redomestication, unless the same was so approved by written consent.

Section J.2. Action by Shareholder At a duly-called meeting held February 1, 1996 the holder of one million two hundred sixty thousand shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of the Amendment, adopted the Amendment.

Section J.3. Compliance with Legal Requirements The manner of the adoption of the Amendment, 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 the By-Laws of the Corporation.

ARTICLE K

Meetings of 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 L

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

James A. White

Jeremiah J. Hanrahan

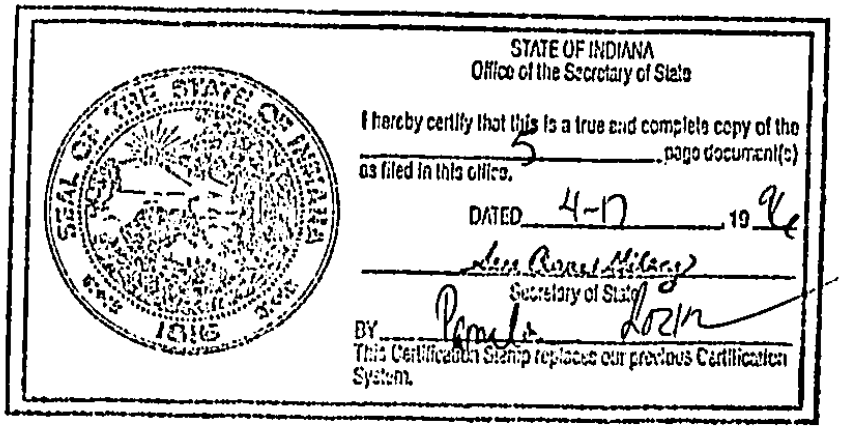
Wayne R. Hanus

Subscribed and sworn to before me this 19th day of February, 1996.

KIM R. NOVAK
Notary Public of New Jersey
My Commission Expires May 17, 2000
Lic. 2177988

Notary Public

(soibylaw)ktm



STATE OF INDIANA
Office of the Secretary of State

I hereby certify that this is a true and complete copy of the 5 page document(s) as filed in this office.

DATED 4-17 19 96

Secretary of State

BY

This Certification Stamp replaces our previous Certification System.

F96000002814

SRC 8-0268

Anthem Health

Anthem Health & Life Insurance Company
One Centennial Avenue
P.O. Box 1320
Piscataway, New Jersey 08855-1320
(908) 980-7016 Fax (908) 980-4160
E-mail: jerry_hanrahan@pl.anthemhealth.com

Jeremiah J. Hanrahan
General Counsel

May 29, 1996

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-06/20/96--01027--009
*****35.00 *****35.00

Susan Payne
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Home Life Financial Assurance Corporation (HLFAC)

Dear Ms. Payne:

Enclosed please find the requested material along with the $35 fee.

Also enclosed is a copy of the Florida Consent Order of Domestication evidencing Home Life Financial Assurance Corporation's Redomestication to Ohio; a copy of the Ohio Certificate of Compliance, evidencing incorporation under the laws of Ohio (before redomesticating to Indiana); and the certified Indiana approval allowing HLFAC to become an Indiana domiciled company and to change its name to Anthem Health & Life Insurance Company.

Should you require anything further, please feel free to contact me.

FILED
96 JUN -4 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,

Jeremiah J. Hanrahan

JJH:km
(florida)

New qualification - this corp. redomesticated from Florida to Ohio.
/sp 6/4/96

Enclosures

FILING 35
R. AGENT
CERT. COPY
CUS
OVERPAYMENT
TOTAL 35

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. HOME LIFE FINANCIAL ASSURANCE CORPORATION
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. OHIO
(State or country under the law of which it is incorporated)

3. 59-1031071
(FEI number, if applicable)

4. May 2, 1963
(Date of incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. August 31, 1994 (as a foreign insurer) redomesticated from Florida as #269570, filed in FL 5/2/63
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. One Centennial Avenue

Piscataway, NJ 08855-1326
(Current mailing address)

8. business of insurance
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

FILED
96 JUN -4 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9. Name and street address of Florida registered agent:

Name: Insurance Commissioner

Office Address: Capital Building

Tallahassee, Florida, 32399
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

xxxxxxxxxxxxxxxxxxxxxxxxx
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. **DIRECTORS (Street address only- P. O . Box NOT acceptable)**

Chairman: See Attached

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See Attached

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jeremiah J. Hanrahan, Assistant Secretary
(Typed or printed name and capacity of person signing application)

12. Names and addresses of officers and/or directors: (Street address ONLY - PO Box NOT acceptable):

A. **Directors** (Street address only - PO Box NOT acceptable)

Chairman: Stefen F. Brueckner
4040 Vincennes Circle
Indianapolis, IN 46268

Director: James A. White
One Centennial Avenue
Piscataway, NJ 08855-1326

Director: Alan D. Ford
One Centennial Avenue
Piscataway, NJ 08855-1326

Director: Max E. Deal
4040 Vincennes Circle
Indianapolis, IN 46268

Director: Sandra Miller
4040 Vincennes Circle
Indianapolis, IN 46268

B. **Officers** (Street address only - PO Boxes NOT acceptable

President:	James A. White One Centennial Avenue Piscataway, NJ 0885[illegible]1326
Chairman and Chief Executive Officer:	Stefen F. Brueckner 4040 Vincennes Circle Indianapolis, IN 46268
Chief Actuary:	Alan D. Ford One Centennial Avenue Piscataway, NJ 08855-1326
Treasurer:	George D. Martin 120 Monument Circle Indianapolis, IN 46204
Assistant Treasurer:	Max E. Deal 4040 Vincennes Circle Indianapolis, IN 46268
Corporate Secretary:	Nancy Purcell 120 Monument Circle Indianapolis, IN 46204
Assistant Secretary:	Sandra Miller 4040 Vincennes Circle Indianapolis, IN 46268
Assistant Secretary, Assistant Treasurer:	Jeremiah J. Hanrahan One Centennial Avenue Piscataway, NJ 08855-1326

(bodanth\km)

State of Florida

DEPARTMENT OF INSURANCE AND TREASURER

Tallahassee, Florida

September 21, 1994

I, the undersigned, Insurance Commissioner of the State of Florida, do hereby certify that

the annexed copies of the Consent Order, Case No. 08496-94-C-SSM

HOME LIFE FINANCIAL ASSURANCE CORPORATION

has been compared with the original on file in this department and that it is a correct transcript there-from and of the whole of said original.

SEAL

IN TESTIMONY WHEREOF, I hereto subscribe my name, and affix the Seal of my Office, at Tallahassee, the day and year first above written.

Tom Gallagher

Insurance Commissioner and Treasurer

STID FORM NO. G-3

OFFICE OF THE TREASURER
DEPARTMENT OF INSURANCE
The Capitol, Tallahassee, Florida 32399-0300

FILED
AUG 31 1994
TOM GALLAGHER
TREASURER AND
INSURANCE COMMISSIONER
Docketed by:

TOM GALLAGHER
TREASURER
INSURANCE COMMISSIONER
FIRE MARSHAL

IN THE MATTER OF:

CASE NO.: 08496-94-C-SSM

An Application for Order of Domestication of **HOME LIFE FINANCIAL ASSURANCE CORPORATION**, a domestic insurer
_____/

ORDER OF DOMESTICATION
PURSUANT TO SECTIONS 628.525 and
628.530, FLORIDA STATUTES

THIS CAUSE came to be considered upon a filing by **HOME LIFE FINANCIAL ASSURANCE CORPORATION**, a domestic insurer with the Department of Insurance on or about July 22, 1994 and an Consent Order approving the Acquisition of the domestic insurer by **CMIC Holding Company**, an Ohio Corporation dated June 29, 1993. Paragraph 4 of the Consent Order provided in essence that **HOME LIFE FINANCIAL ASSURANCE CORPORATION** shall redomesticate to another state within 12 months after final entry of the Consent Order. **HOME LIFE FINANCIAL ASSURANCE CORPORATION** now desires to domesticate to Ohio pursuant to Sections 628.525 and 628.530, Florida Statutes. The Ohio Department of Insurance On July 22, 1994 entered an Order approving the domestication of said insurer to Ohio. After a complete review of the entire record, and upon consideration thereof and being otherwise fully advised in the premises, the Treasurer and Insurance Commissioner, as head of the Department of Insurance, finds as follows:

1. The Treasurer and Insurance Commissioner, as head of the Department of Insurance, has jurisdiction over the subject matter and of the parties herein.

2. HOME LIFE FINANCIAL ASSURANCE CORPORATION, a domestic insurer, is admitted to Ohio as a foreign insurer.

3. The transfer of domicile is in the best interests of the policyholders of this state.

IT IS THEREFORE ORDERED:

1. The application for an order of domestication of HOME LIFE FINANCIAL ASSURANCE CORPORATION, a domestic insurer, to the State of Ohio, be and the same is hereby approved; and

2. HOME LIFE FINANCIAL ASSURANCE CORPORATION is hereby authorized, to transact business as a foreign insurer in the State of Florida.

DONE AND ORDERED at Tallahassee, Florida, this 31st day of August, 1994.

HERB CLARK
Assistant Treasurer and
Insurance Commissioner

STATE OF OHIO

DEPARTMENT OF INSURANCE

CERTIFICATE OF COMPLIANCE

Whereas, HOME LIFE FINANCIAL ASSURANCE CORP located at CINCINNATI in the State of OHIO and incorporated under the laws of OHIO has complied with the laws of this State applicable to such organizations, it hereby is authorized to transact in this State, in accordance with the laws thereof, until the first day of July 1996, the business of

Insurance pursuant to Section 3911.01 of the Ohio Revised Code.

September 13, 1995

In witness whereof, I have signed my name and caused my seal to be affixed at Columbus, Ohio, this day and date.

Harold J. Duryee

Director of Insurance of Ohio

#591031071