



F99000005110

FILED
APR 23 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 119569 4352697

AUTHORIZATION : *Patricia Kaster*

COST LIMIT : \$ 35.00

ORDER DATE : April 18, 2001

ORDER TIME : 10:24 AM

ORDER NO. : 119569-015

CUSTOMER NO: 4352697

CUSTOMER: Ms. Patricia K. Kaster
Humana Inc.
500 West Main Street
P.O. Box 1438
Louisville, KY 40202

Name Change Amend

800004043938--4

FOREIGN FILINGS

NAME: MARKETPOINT AGENCY, INC.

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: *DR*

4/23/01

RECEIVED
01 APR 23 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*I called the Secretary of State's office and
told person answering the phone that Kentucky doesn't
issue re-name certificates, only certified copies.
They said to submit this with a certified copy.
Thanks*

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)

FILED
01 APR 23 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Marketpoint Agency, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Kentucky 3. October 4, 1999
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? April 10, 2001
5. Humana MarketPOINT, 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.
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

Joan O. Lenahan April 17, 2001
Signature Date

Joan O. Lenahan Secretary
Typed or printed name Title



JOHN Y. BROWN III
SECRETARY OF STATE

CERTIFICATE

I, **JOHN Y. BROWN III**, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of ARTICLES OF INCORPORATION OF MARKETPOINT AGENCY, INC. FILED FEBRUARY 3, 1999; ARTICLES OF AMENDMENT OF MARKETPOINT AGENCY, INC. CHANGING NAME TO HUMANA MARKETPOINT, INC. FILED APRIL 10, 2001.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal.

Done at Frankfort this 19TH day of

APRIL, 2001
John Y. Brown III
Secretary of State, Commonwealth of Kentucky

RP

468773

ARTICLES OF INCORPORATION, Pursuant to KRS 271B and KRS 304
OF

RECEIVED & FILED
50.00
99 FEB -3 PM 12:05

MARKETPOINT AGENCY, INC.

SECRETARY OF STATE
COMM. OF KENTUCKY
BY Kentucky Insurance

We, the undersigned, acting as incorporators of a corporation under the Kentucky Insurance Code and the Kentucky Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

- FIRST:** The name of the corporation is MARKETPOINT AGENCY, INC.
- SECOND:** The period of its duration is perpetual
- THIRD:** The purpose or purposes for which the corporation is organized are:
- (a) To make application to the Commissioner of Insurance of the Commonwealth of Kentucky, pursuant to Kentucky Insurance Laws, or to other jurisdictions, for the purpose of engaging in the business of life and health insurance; and
 - (b) To do any anything and everything necessary, suitable, proper or incidental to the foregoing purpose
- FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares, at One Dollar (\$1) per share par value, thereby aggregating One Thousand Dollars (\$1,000).
- FIFTH:** There shall be but one class of stock namely common stock. All of the shares of stock shall be without distinction as to designations, powers, rights and qualifications.
- SIXTH:** The mailing address of the corporation's initial registered office is: Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company, 421 West Main Street, Frankfort, KY 40601.
- SEVENTH:** The name and mailing address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Walter E. Neely	500 West Main Street Louisville, KY 40202
E. Paul Herrington, III	500 West Main Street Louisville, KY 40202
Joan O. Lenahan	500 West Main Street Louisville, KY 40202

EIGHTH:

The mailing address of the Corporation's principal executive office is 500 West Main Street, Louisville, KY 40202.

Dated: February 2, 1999

MARKETPOINT AGENCY, INC.

By: _____

Walter E. Neely, Incorporator

By: _____

E. Paul Herrington, III, Incorporator

By: _____

Joan O. Lenahan, Incorporator

STATE OF KENTUCKY)

) SS

COUNTY OF JEFFERSON)

I, Mae Melinda Crosby, a notary public, do hereby certify that on this 2nd day of February, 1999, personally appeared before me, Walter E. Neely, E. Paul Herrington, III, and Joan O. Lenahan being by me first duly sworn, severally declared that they are the persons that signed the foregoing document as Incorporators, and the statements therein contained are true.

Notary Public

(Notarial Seal)



Mae Melinda Crosby, Notary Public
State of Large
Kentucky
My Commission Expires Nov. 25, 2002

I, Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company, consent to serve as the registered agent on behalf of the corporation.

MARKETPOINT AGENCY, INC.

Endorsement prescribed by Chapter 382, Kentucky Revised Statutes, setting forth name, address, and signature of person preparing the foregoing document.

Name: Corporation Service Company d/b/a
CSC-Lawyers Incorporating Service Company

Address: 421 West Main Street, Frankfort, KY 40601

Signature: 
(Signature may be a facsimile)
Gregory Borgese, Assistant V.P.

ARTICLES OF AMENDMENT
OF
MARKETPOINT AGENCY, INC.

0468773.09

To the Secretary of State
Commonwealth of Kentucky

John Y. Brown III
Secretary of State
Received and Filed
04/10/2001 12:57 PM
Fee Receipt: \$40.00
sperry - PAQA

Pursuant to the provisions of the Kentucky Business Corporation Act, the corporation hereinafter named **Marketpoint Agency, Inc.** (the "Corporation") does hereby adopt the following Articles of Amendment.

1. The name of the corporation is **Marketpoint Agency, Inc.**
2. Article First of the Articles of Incorporation of the corporation is hereby amended so as henceforth to read as follows:

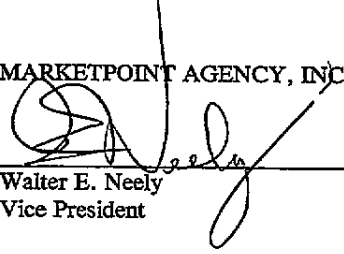
The name of the corporation is **Humana MarketPOINT, Inc.**
3. The date of adoption of the aforesaid amendment was March 26, 20001.
4. The sole shareholder of record, Humana Inc., unanimously voted on March 26, 2001 on the 1,000 outstanding shares of stock to approve said amendment. These were the only shares entitled to vote.
5. The total number of undisputed votes cast for the said amendment by the voting group entitled to vote on the said amendment is as follows:

(a) Designation of voting group: The sole shareholder, Humana Inc.

(b) Number of undisputed votes of voting group cast for the amendment:
Unanimously voted on the 1,000 outstanding shares of stock to approve said amendment.
6. The said number of votes cast for said amendment was sufficient for the approval thereof by the said voting group.
7. The effective time and date of these Articles of Amendment shall be effective upon filing.

Executed on April 5, 2001

MARKETPOINT AGENCY, INC.


Walter E. Neely
Vice President