

BAKER & DANIELS
EST. 1863

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KEVIN P. GRIFFITH
(317) 237-1179
e-mail: kpgriffi@bakard.com

November 25, 1997

L 98475

INDIANAPOLIS
FORT WAYNE
SOUTH BEND
ELKHART
WASHINGTON, D.C.

By Federal Express

Office of the Department of State
of the State of Florida
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32314

500002358065--2
-11/26/97--01085--001
****315.00 ****315.00

Re: Articles of Merger for Acordia Benefits of Florida, Inc.

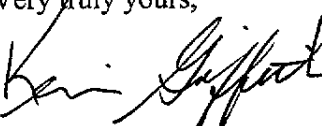
To Whom it May Concern:

On behalf of Acordia Claims, Inc., I am submitting an original and one copy of Articles of Merger for filing with the Office of the Department of State. Acordia Claims will be the surviving corporation in the merger involving Acordia Benefits of Florida, Inc. Please return to me in the enclosed self-addressed, postage prepaid envelope, a file-stamped copy of the Articles of Merger evidencing the Department of State's approval.

Acordia Benefits of Florida, Inc. is a Florida corporation and an indirect subsidiary of Anthem Insurance Companies, Inc., an Indiana mutual insurance company ("Anthem"). Anthem is in the process simplifying its corporate structure by consolidating twenty-seven of its subsidiaries into nine subsidiaries. As part of this process, Acordia Benefits of Florida, Inc., along with seven other affiliates, will be merged into Acordia Claims, Inc., an Indiana corporation and indirect subsidiary of Anthem. Acordia Claims, Inc. will be the surviving corporation in the merger.

I have enclosed a check for \$315 to cover the filing fee. Please feel free to call me at (317) 237-1179, or in my absence Emily Duck at (317) 237-1141, if you have any questions regarding this filing.

Very truly yours,


Kevin P. Griffith

EFFECTIVE DATE
11-1-98

Enclosures

cc: Doug Fauth
Ellen Monroe

FILED
97 NOV 26 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ACORDIA OF CENTRAL INDIANA, INC., an Indiana corporation, P39828
ACORDIA OF EVANSVILLE, INC., an Indiana corporation not qualified in Florida
ACORDIA OF NORTHWEST INDIANA, INC., an Indiana corporation not
qualified in Florida
ACORDIA SENIOR BENEFITS, INC., an Indiana corporation, P28858
ACORDIA BENEFITS OF FLORIDA, INC., a Florida corporation, L98475
ANTHEM MARKETING SERVICES, INC., a Georgia corporation not qualified in
Florida
ACORDIA OF MISSISSIPPI, INC., a Mississippi corporation not qualified in
Florida

ACORDIA TEXAS GULF COAST, INC., a Texas corporation not qualified in
Florida

INTO

ACORDIA CLAIMS, INC., an Indiana corporation not qualified in Florida.

File date: November 26, 1997, effective January 1, 1998

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

OF

**ACORDIA OF CENTRAL INDIANA, INC.
ACORDIA OF EVANSVILLE, INC.
ACORDIA OF NORTHWEST INDIANA, INC.
ACORDIA SENIOR BENEFITS, INC.
ACORDIA BENEFITS OF FLORIDA, INC.
ANTHEM MARKETING SERVICES, INC.
ACORDIA OF MISSISSIPPI, INC.
ACORDIA TEXAS GULF COAST, INC., AND**

WITH AND INTO

ACORDIA CLAIMS, INC.

EFFECTIVE DATE

1-1-98

**FILED
97 NOV 26 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In accordance with the requirements of the Indiana Business Corporation Law, the Florida Business Corporation Act, the Georgia Business Corporation Code, the Mississippi Business Corporation Act and the Texas Business Corporation Act, the undersigned corporations parties to a merger pursuant to the statutes referred to above (the "Merger"), set forth the following facts:

ARTICLE I

Surviving Corporation

The name of the corporation surviving the Merger is Acordia Claims, Inc. (the "Surviving Corporation") and such name will not be changed as a result of the Merger. The Surviving Corporation is an Indiana corporation incorporated on September 13, 1983.

ARTICLE II

Merging Corporations

The names of the corporations merging with and into the Surviving Corporation (the "Merging Corporations") and the dates of such corporations' incorporation or qualification to do business in Indiana are as follows:

Acordia of Central Indiana, Inc., an Indiana corporation incorporated on January 31, 1989;
Acordia of Evansville, Inc., an Indiana corporation incorporated on January 31, 1991;
Acordia of Northwest Indiana, Inc., an Indiana corporation incorporated on January 31, 1989;
Acordia Senior Benefits, Inc., an Indiana corporation incorporated on January 31, 1989;
Acordia Benefits of Florida, Inc., a Florida corporation incorporated on September 10, 1990 and qualified to do business in Indiana as of October 13, 1993;
Anthem Marketing Services, Inc., a Georgia corporation incorporated on June 19, 1991 and qualified to do business in Indiana as of October 13, 1993;
Acordia of Mississippi, Inc., a Mississippi corporation incorporated on August 24, 1994 and qualified to do business in Indiana as of April 12, 1995; and

Acordia Texas Gulf Coast, Inc., a Texas corporation incorporated on November 2, 1984 and qualified to do business in Indiana as of October 14, 1993.

ARTICLE III
Plan and Joint Agreement of Merger

The Plan and Joint Agreement of Merger pursuant to which the Merging Corporations will merge into the Surviving Corporation, containing the information required by Indiana Code 23-1-40-1(b), Fla. Stat. Ann. § 607.1101, Ga. Code Ann. § 14-2-1101, Miss. Code Ann. § 79-4-11.01 and Tex. Bus. Corp. Act Art. 5.01, is attached hereto as Exhibit A and made a part hereof.

ARTICLE IV
Effective Time

The Merger shall become effective at 12:01 p.m. on January 1, 1998.

ARTICLE V
Manner of Adoption and Vote of Surviving Corporation

Section 1. Action by Board of Directors of the Surviving Corporation. By unanimous written consent dated as of November 21, 1997, the Board of Directors of the Surviving Corporation approved and adopted the Plan and Joint Agreement of Merger and recommended its approval by the sole shareholder of the Surviving Corporation.

Section 2. Action by Sole Shareholder of the Surviving Corporation. By unanimous written consent dated as of November 21, 1997, the sole shareholder of the 1,000 issued and outstanding voting shares of the Surviving Corporation approved the Plan and Joint Agreement of Merger.

Section 3. Compliance with Legal Requirements. The manner of the approval and adoption of the Plan and Joint Agreement of Merger and the vote by which it was approved and adopted constitute full legal compliance with the provisions of the Indiana Business Corporation Law, the Florida Business Corporation Act, the Georgia Business Corporation Code, the Mississippi Business Corporation Act, the Texas Business Corporation Act, and the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE VI
Manner of Adoption and Vote of Merging Corporations

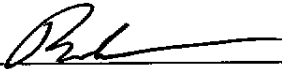
Section 1. Action by Boards of Directors of Merging Corporations. By unanimous written consents, each dated as of November 21, 1997, the respective Boards of Directors of each of the Merging Corporations approved and adopted the Plan and Joint Agreement of Merger and recommended its approval by their respective shareholders.

Section 2. Action by Shareholders of Merging Corporations. Each of the Merging Corporations has 1,000 shares of issued and outstanding voting stock. By unanimous written consents, each dated as of November 21, 1997, the respective shareholders holding all of the issued and outstanding voting stock of each of the Merging Corporations approved the Plan and Joint Agreement of Merger. The written consent of the shareholder of Acordia Texas Gulf Coast, Inc. was given in accordance with Tex. Bus. Corp. Act Art. 9.10(A). The written consent of Acordia Benefits of Florida, Inc. was given in accordance with Fla. Stat. Ann. § 607.0704.

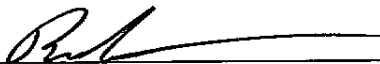
Section 3. Compliance with Legal Requirements. The manner of the approval and adoption of the Plan and Joint Agreement of Merger and the vote by which it was approved and adopted constitute full legal compliance with the provisions of the Indiana Business Corporation Law, the Florida Business Corporation Act, the Georgia Business Corporation Code, the Mississippi Business Corporation Act, the Texas Business Corporation Act, and the Articles of Incorporation and Bylaws of each of the Merging Corporations.

IN WITNESS WHEREOF, the undersigned parties have executed these Articles of
Merger on the 24th day of November, 1997.


ACORDIA CLAIMS, INC.

By: 
Robert Schneider
President


ACORDIA OF CENTRAL INDIANA, INC.

By: 
Robert Schneider
President


ACORDIA OF EVANSVILLE, INC.

By: 
Robert Schneider
President

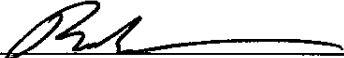
ACORDIA OF NORTHWEST INDIANA, INC.

By: 
Robert Schneider
President


ACORDIA SENIOR BENEFITS, INC.

By: 
Robert Schneider
President


ACORDIA BENEFITS OF FLORIDA, INC.

By: 
Robert Schneider
President


ANTHEM MARKETING SERVICES, INC.

By: 
Robert Schneider
President

ACORDIA OF MISSISSIPPI, INC.

By: 
Robert Schneider
President

ACORDIA TEXAS GULF COAST, INC.

By: 
Robert Schneider
President

PLAN AND JOINT AGREEMENT OF MERGER

This PLAN AND JOINT AGREEMENT OF MERGER (this "Plan and Agreement"), is made and entered into this 24th day of November, 1997, by and among ACORDIA OF CENTRAL INDIANA, INC., an Indiana corporation, ACORDIA OF EVANSVILLE, INC., an Indiana corporation, ACORDIA OF NORTHWEST INDIANA, INC., an Indiana corporation, ACORDIA SENIOR BENEFITS, INC., an Indiana corporation, ACORDIA BENEFITS OF FLORIDA, INC., a Florida corporation, ANTHEM MARKETING SERVICES, INC., a Georgia corporation, ACORDIA OF MISSISSIPPI, INC., a Mississippi corporation, ACORDIA TEXAS GULF COAST, INC., a Texas corporation (collectively, the "Merging Corporations") and ACORDIA CLAIMS, INC., an Indiana corporation (the "Surviving Corporation"), in accordance with the Indiana Business Corporation Law, the Florida Business Corporation Act, the Georgia Business Corporation Code, the Mississippi Business Corporation Act and the Texas Business Corporation Act.

RECITALS

A. The Board of Directors of the Surviving Corporation and the Boards of Directors of each of the Merging Corporations have determined that it is desirable and in the best interests of their respective corporations that the Merging Corporations be merged with and into the Surviving Corporation (the "Merger") in accordance with the terms and conditions set forth in this Plan and Agreement and pursuant to the laws of the States of Indiana, Florida, Georgia, Mississippi, and Texas. The Board of Directors of the Surviving Corporation and the Boards of Directors of each of the Merging Corporations have duly approved and adopted this Plan and Agreement by unanimous written consents, each dated as of November 21, 1997.

B. This Plan and Agreement and the Merger have been duly authorized and approved by the shareholder of the Surviving Corporation and by the respective shareholders of each of the Merging Corporations, by unanimous written consents, each dated as of November 21, 1997.

C. The Surviving Corporation and the Merging Corporations desire to set forth the terms and conditions of the Merger.

PLAN AND AGREEMENT

In consideration of the foregoing and of the mutual agreements and undertakings contained herein, the parties hereby set forth below their plan for merger and covenant and agree as follows:

ARTICLE I
Merger; Names of Corporations

The name of the Surviving Corporation is Acordia Claims, Inc., an Indiana corporation. The names of the Merging Corporations are as follows:

Acordia of Central Indiana, Inc., an Indiana corporation;
Acordia of Evansville, Inc., an Indiana corporation;
Acordia of Northwest Indiana, Inc., an Indiana corporation;
Acordia Senior Benefits, Inc., an Indiana corporation;
Acordia Benefits of Florida, Inc., a Florida corporation;
Anthem Marketing Services, Inc., a Georgia corporation;
Acordia of Mississippi, Inc., a Mississippi corporation; and
Acordia Texas Gulf Coast, Inc., a Texas corporation.

Subject to the terms and conditions of this Plan and Agreement, at the Effective Time of the Merger, each of the Merging Corporations shall be merged with and into the Surviving Corporation in accordance with the applicable laws of the States of Indiana, Florida, Georgia, Mississippi, and Texas, and the separate existence of each of the Merging Corporations shall cease (except insofar as continued by applicable law). The Surviving Corporation shall be Acordia Claims, Inc., which shall continue under that name.

ARTICLE II
Effective Time

The Merger shall become effective at 12:01 p.m. on January 1, 1998 (the "Effective Time").

ARTICLE III
Effects of Merger

At the Effective Time, each of the Merging Corporations shall be merged with and into the Surviving Corporation in a tax-free transaction as provided for under Section 368 (a) of the Internal Revenue Code of 1986, as amended; and the separate corporate existence of each of the Merging Corporations shall cease. At the Effective Time, the Surviving Corporation will assume and be responsible for the liabilities and obligations of each of the Merging Corporations, including pursuant to Tex. Bus. Corp. Act Art. 5.04(c), but not limited to, the payment of such fees and franchise taxes required by law to be paid, by virtue of the Merger and without any action on the part of the parties thereto. In addition, the Merger shall have such other effects as are specified by the Indiana Business Corporation Law, the Florida Business Corporation Act, the Georgia Business Corporation Code, the Mississippi Business Corporation Act and the Texas Business Corporation Act.

ARTICLE IV
Manner of Converting Shares of the Merging Corporations

In recognition of the fact that Anthem Transition Corp. is the direct or indirect owner of 100% of the issued and outstanding stock of the Merging Corporations and of the Surviving Corporation, at the Effective Time, each of the issued and outstanding shares of all classes of capital stock of each of the Merging Corporations, by virtue of the Merger and without any action on the part of the holder thereof, shall be extinguished and canceled automatically, without any payment or other distribution in respect thereof.

ARTICLE V
Effect of the Merger on the Surviving Corporation

In recognition of the fact that Anthem Transition Corp. is the direct or indirect owner of 100% of the issued and outstanding stock of the Merging Corporations and of the Surviving Corporation, the Merger shall have no effect on the stock of the Surviving Corporation. The Articles of Incorporation of the Surviving Corporation in effect as the Effective Time, a copy of which is attached hereto as Exhibit 1, shall not be amended as a consequence of the Merger.

ARTICLE VI
Boards of Directors and Officers of the
Merging Corporations and the Surviving Corporation

Section 6.1. Board of Directors of the Surviving Corporation. The Board of Directors of the Surviving Corporation is composed of three members, Robert Schneider, Ernest J. Newborn, Jr. and Douglas R. Fauth. The Board of Directors of the Surviving Corporation will not change as a result of the Merger.

Section 6.2. Boards of Directors of the Merging Corporations. The Boards of Directors of each of the Merging Corporations are each composed of the same three members, Robert Schneider, Ernest J. Newborn, Jr. and Douglas R. Fauth.

Section 6.3. Officers of the Surviving Corporation. The officers of the Surviving Corporation are as follows: Robert Schneider, President; M. Ellen Monroe, Secretary; and George D. Martin, Treasurer. The officers of the Surviving Corporation will not change as a result of the Merger.

Section 6.4. Officers of the Merging Corporation. The officers of each of the Merging Corporations are as follows: Robert Schneider, President; M. Ellen Monroe, Secretary; and George D. Martin, Treasurer.

ARTICLE VII

Miscellaneous

Section 7.1. Amendments subject to applicable law. This Plan and Agreement may be amended, modified, supplemented, or abandoned before or after approval and adoption by the parties' respective shareholders pursuant to an agreement of the parties either before or after execution hereof.


Section 7.2. Counterparts. This Plan and Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

Section 7.3. Section Headings. The section headings in this Plan and Agreement have been inserted for convenience of reference only and shall not affect the meaning or interpretation of this Plan and Agreement.


Section 7.4. Governing Law. This Plan and Agreement shall be governed in all respects, including, but not limited to, validity, interpretation, effect, and performance, by the internal laws of the State of Indiana without regard to the principals of conflicts of law thereof.

IN WITNESS WHEREOF, the undersigned parties have executed this Plan and Agreement, as of the date first written above.


ACORDIA CLAIMS, INC.

By: 
Robert Schneider
President

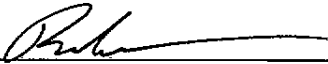
ACORDIA OF CENTRAL INDIANA, INC.

By: 
Robert Schneider
President

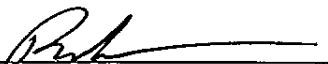
ACORDIA OF EVANSVILLE, INC.

By: 
Robert Schneider
President


ACORDIA OF NORTHWEST INDIANA, INC.

By: 
Robert Schneider
President


ACORDIA SENIOR BENEFITS, INC.

By: 
Robert Schneider
President


ACORDIA BENEFITS OF FLORIDA, INC.

By: 
Robert Schneider
President

ANTHEM MARKETING SERVICES, INC.

By: 
Robert Schneider
President

ACORDIA OF MISSISSIPPI, INC.

By: 
Robert Schneider
President

ACORDIA TEXAS GULF COAST, INC.

By: 

Robert Schneider

President

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office, Articles of
Amendment for: _____

INTERRA REINSURANCE, INC.

and said Articles of Amendment have been prepared and signed in accordance
with the provisions of the Indiana Business Corporation Law, as amended.

The name of the corporation is amended as follows:

ACORDIA CLAIMS, INC.

NOW, THEREFORE, I, SUE ANNE GILROY, Secretary of State of Indiana, hereby
certify that I have this day filed said articles in this office.

The effective date of these Articles of Amendment is February 13, 1997.

In Witness Whereof, I have hereunto set my
hand and affixed the seal of the State of
Indiana, at the City of Indianapolis, this
Thirteenth day of February, 1997.


SUE ANNE GILROY, Secretary of State


Deputy

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF
INTERRA REINSURANCE, INC.

The undersigned officer of Interra Reinsurance, Inc., (hereinafter referred to as "the Corporation"), existing pursuant to the provision of the Indiana Business Corporation Law, as amended (hereinafter referred to as "the Law"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts:

ARTICLE ONE

The exact text of Article One of the Articles of Incorporation of the Corporation, as amended (hereinafter referred to as "the Amendment"), is as follows:

ARTICLE ONE

The name of the Corporation is:

Acordia Claims, Inc."

ARTICLE TWO

MANNER OF ADOPTION AND VOTE

Section 1. Action by Directors

The Board of Directors of the Corporation, by written consent dated January 21, 1997, approved a resolution adopting and proposing to the Shareholder of the Corporation entitled to vote in respect to the Amendment, that the provision and terms of its Articles of Incorporation be amended so as to read as set forth in the Amendment.

Section 2. Action by Shareholder

By written consent dated January 22, 1997, signed by the holder of all the shares of the Corporation entitled to vote in respect to the Amendment, the Shareholder approved the Amendment.

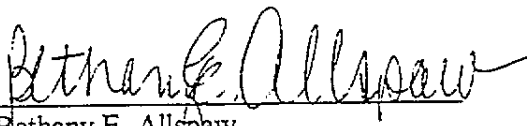
APPROVED
FILED
IND. SECRETARY OF STATE

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF
INTERRA REINSURANCE, INC.

Section 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 provision of the Law, the Articles of Incorporation of the Corporation, and the By-Laws of the Corporation.

IN WITNESS WHEREOF, the undersigned officer executes these Articles of Amendment of the Articles of Incorporation of the Corporation, and certifies to the truth of the facts herein stated, this 23rd day of January, 1997.


Bethany E. Allspaw
Secretary

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF
INTERRA REINSURANCE, INC.

NOTARIZATION

STATE OF INDIANA

SS.

COUNTY OF MARION

On this 23rd day of January, 19 97 before me, a Notary Public for the State of Indiana, personally appeared Bethany E. Allspaw, personally known to me and known by me to be the Secretary of the Corporation, who acknowledged the execution of the foregoing instrument by her subscribed; and being duly sworn, she deposes and says, that she is the officer of the Corporation aforesaid, and that her signature as such officer was duly affixed and subscribed to the said instrument by the authority and direction of said Corporation.

WITNESS my hand and Official Seal at Indianapolis, Marion County, Indiana on the date first above written.

Diane M. Fara
Notary Public

My Commission Expires: 10-27-99

My County of Residence is: Johnson

~~~~~  
Diane M. Fara  
Notary Public, State of Ind.  
Johnson County  
My Commission Expires 10/27/99  
~~~~~

**WRITTEN CONSENT IN LIEU OF A MEETING OF
THE SHAREHOLDER OF
INTERRA REINSURANCE, INC.**

Approval to Change Name

January 22, 1997

The undersigned, representing Acordia, Inc., the sole Shareholder of Interra Reinsurance, Inc., ("the Corporation"), acting by written consent in lieu of a meeting, hereby consents to the adoption of, and adopts, the following resolution as a resolution of the Shareholder.

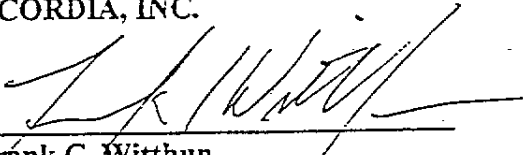
WHEREAS, the Board of Directors of Interra Reinsurance, Inc., (the "Corporation"), by written consent in lieu of a meeting dated January 21, 1997, recommended a change of the Corporation's name to "Acordia Claims, Inc.", subject to Shareholder approval; and

WHEREAS, the Shareholder supports the decision of the Board of Directors to change the Corporation's name to "Acordia Claims, Inc.";

NOW THEREFORE, BE IT RESOLVED, That the Shareholder approves the name change of the Corporation to "Acordia Claims, Inc.", and directs the President and Chief Executive Officer of the Corporation, or his designee, to take any and all actions necessary, including, but not limited to, filing amended Articles of Incorporation for the Corporation with the state of Indiana to effectuate the name change.

The foregoing corporate action shall have the same force, effect and validity as though duly taken at a meeting of the Shareholder duly called and legally held, and the Shareholder hereby directs the Secretary of the Corporation to place a fully executed copy of the Written Consent in the Minute Book of the Corporation.

ACORDIA, INC.



Frank C. Witthun
Shareholder Representative

WRITTEN CONSENT IN LIEU OF A MEETING OF
THE BOARD OF DIRECTORS OF
INTERRA REINSURANCE, INC.

Authorization to Amend Articles of Incorporation
to Change Corporate Name

January 21, 1997

The undersigned, representing the Board of Directors of Interra Reinsurance, Inc., ("the Corporation"), acting by unanimous written consent in lieu of a meeting, hereby consents to the adoption of, and adopts, the following resolution as a resolution of the Board of Directors of the Corporation:

WHEREAS, Interra Reinsurance, Inc., (the "Corporation"), desires to change its name to better reflect its Mission and Strategic Plan; and

WHEREAS, The Shareholder's Operating Policies require Shareholder approval of corporate name changes;

NOW, THEREFORE, BE IT RESOLVED, That, subject to Shareholder approval, Article I of the Articles of Incorporation of the Corporation be amended so that Article I shall read as follows:

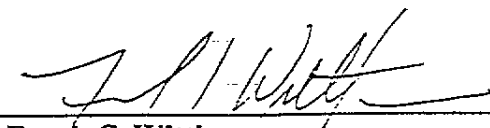
"The name of the Corporation is Acordia Claims, Inc."

FURTHER RESOLVED, That the President and Chief Executive Officer of the Corporation is hereby directed to implement the intent of this resolution, and he or his designee is authorized to take such actions as are necessary and appropriate to accomplish the objectives of this resolution, including the execution of documents.

The foregoing corporate action shall have the same force, effect and validity as though taken at a meeting of the Board of Directors duly called and legally held, and the Board of Directors hereby directs the Secretary of the Corporation to place a fully executed copy of this Written Consent in the Minute Book of the Corporation.

This unanimous written consent may be executed in one or more counterparts, all of which together shall constitute one and the same instrument.


Keith A. Maib


Frank C. Witthun


Ernest J. Newborn, Jr.

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

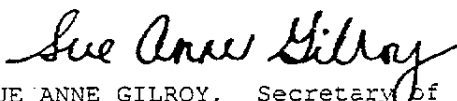
I further certify that records of this office disclose that

ACORDIA CLAIMS, INC.

filed Articles of Incorporation on September 13, 1963, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Thirteenth day of February, 1997.


SUE ANNE GILROY, Secretary of State


Deputy

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF
INTERRA REINSURANCE, INC.

IND. SECRETARY OF STATE
FILED
AND
APPROVED

The undersigned officer of Interra Reinsurance, Inc., (hereinafter referred to as "the Corporation"), existing pursuant to the provision of the Indiana Business Corporation Law, as amended (hereinafter referred to as "the Law"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts:

ARTICLE ONE

The exact text of Article One of the Articles of Incorporation of the Corporation, as amended (hereinafter referred to as "the Amendment"), is as follows:

ARTICLE ONE

The name of the Corporation is:

Acordia Claims, Inc."

ARTICLE TWO

MANNER OF ADOPTION AND VOTE

Section 1. Action by Directors

The Board of Directors of the Corporation, by written consent dated January 21, 1997, approved a resolution adopting and proposing to the Shareholder of the Corporation entitled to vote in respect to the Amendment, that the provision and terms of its Articles of Incorporation be amended so as to read as set forth in the Amendment.

Section 2. Action by Shareholder

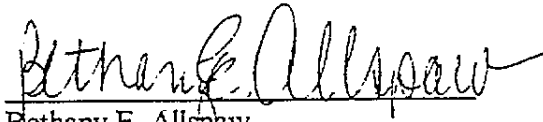
By written consent dated January 22, 1997, signed by the holder of all the shares of the Corporation entitled to vote in respect to the Amendment, the Shareholder approved the Amendment.

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF
INTERRA REINSURANCE, INC.

Section 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 provision of the Law, the Articles of Incorporation of the Corporation, and the By-Laws of the Corporation.

IN WITNESS WHEREOF, the undersigned officer executes these Articles of Amendment of the Articles of Incorporation of the Corporation, and certifies to the truth of the facts herein stated, this 23rd day of January, 1997.


Bethany E. Allspaw
Secretary

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF
INTERRA REINSURANCE, INC.

NOTARIZATION

STATE OF INDIANA

SS.

COUNTY OF MARION

On this 23rd day of January, 19 97 before me, a Notary Public for the State of Indiana, personally appeared Bethany E. Allspaw, personally known to me and known by me to be the Secretary of the Corporation, who acknowledged the execution of the foregoing instrument by her subscribed; and being duly sworn, she deposes and says, that she is the officer of the Corporation aforesaid, and that her signature as such officer was duly affixed and subscribed to the said instrument by the authority and direction of said Corporation.

WITNESS my hand and Official Seal at Indianapolis, Marion County, Indiana on the date first above written.

Diane M. Fara
Notary Public

My Commission Expires: 10-27-99

My County of Residence is: Johnson

~~~~~  
Diane M. Fara  
Notary Public, State of In.  
Johnson County  
My Commission Expires 10/27/99  
~~~~~

WRITTEN CONSENT IN LIEU OF A MEETING OF
THE BOARD OF DIRECTORS OF
INTERRA REINSURANCE, INC.

Authorization to Amend Articles of Incorporation
to Change Corporate Name

January 21, 1997

APPROVED
AND
FILED
IND. SECRETARY OF STATE

The undersigned, representing the Board of Directors of Interra Reinsurance, Inc., ("the Corporation"), acting by unanimous written consent in lieu of a meeting, hereby consents to the adoption of, and adopts, the following resolution as a resolution of the Board of Directors of the Corporation:

WHEREAS, Interra Reinsurance, Inc., (the "Corporation"), desires to change its name to better reflect its Mission and Strategic Plan; and

WHEREAS, The Shareholder's Operating Policies require Shareholder approval of corporate name changes;

NOW, THEREFORE, BE IT RESOLVED, That, subject to Shareholder approval, Article I of the Articles of Incorporation of the Corporation be amended so that Article I shall read as follows:

"The name of the Corporation is Acordia Claims, Inc."

FURTHER RESOLVED, That the President and Chief Executive Officer of the Corporation is hereby directed to implement the intent of this resolution, and he or his designee is authorized to take such actions as are necessary and appropriate to accomplish the objectives of this resolution, including the execution of documents.

The foregoing corporate action shall have the same force, effect and validity as though taken at a meeting of the Board of Directors duly called and legally held, and the Board of Directors hereby directs the Secretary of the Corporation to place a fully executed copy of this Written Consent in the Minute Book of the Corporation.

This unanimous written consent may be executed in one or more counterparts, all of which together shall constitute one and the same instrument.


Keith A. Maib


Frank C. Witthun


Ernest J. Newborn, Jr.

**WRITTEN CONSENT IN LIEU OF A MEETING OF
THE SHAREHOLDER OF
INTERRA REINSURANCE, INC.**

Approval to Change Name

January 22, 1997

The undersigned, representing Acordia, Inc., the sole Shareholder of Interra Reinsurance, Inc., ("the Corporation"), acting by written consent in lieu of a meeting, hereby consents to the adoption of, and adopts, the following resolution as a resolution of the Shareholder.

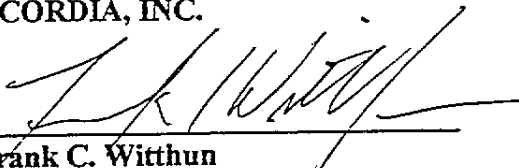
WHEREAS, the Board of Directors of Interra Reinsurance, Inc., (the "Corporation"), by written consent in lieu of a meeting dated January 21, 1997, recommended a change of the Corporation's name to "Acordia Claims, Inc.", subject to Shareholder approval; and

WHEREAS, the Shareholder supports the decision of the Board of Directors to change the Corporation's name to "Acordia Claims, Inc.";

NOW THEREFORE, BE IT RESOLVED, That the Shareholder approves the name change of the Corporation to "Acordia Claims, Inc.", and directs the President and Chief Executive Officer of the Corporation, or his designee, to take any and all actions necessary, including, but not limited to, filing amended Articles of Incorporation for the Corporation with the state of Indiana to effectuate the name change.

The foregoing corporate action shall have the same force, effect and validity as though duly taken at a meeting of the Shareholder duly called and legally held, and the Shareholder hereby directs the Secretary of the Corporation to place a fully executed copy of the Written Consent in the Minute Book of the Corporation.

ACORDIA, INC.



Frank C. Witthun
Shareholder Representative



NOTICE OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT (ALL CORPORATIONS)

State Form 26276 (R5 / 4-95)

SUE ANNE GILROY
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
Present original and two (2) copies to address in upper right corner of this form.
Please TYPE or PRINT.

Indiana Code 23-1-24-2 (for profit corporation)
Indiana Code 23-17-6-2 (non-profit corporation)

NO FILING FEE

| | | | |
|--|--|-----------------------|---------|
| Name of corporation | Acordia Claims, Inc. | Date of incorporation | 2/13/97 |
| Current registered office address (number and street, city, state, ZIP code) | 3760 Guion Road, Indianapolis, Indiana 46222 | | |
| New registered office address (number and street, city, state, ZIP code) | 2525 North Shadeland Avenue, Suite 105, Indianapolis, Indiana 46219-1770 | | |
| Current registered agent (type or print name) | SUE ANNE GILROY | | |
| New registered agent (type or print name) | SUE ANNE GILROY | | |

STATEMENTS BY REGISTERED AGENT OR CORPORATION

This statement is a representation that the new registered agent has consented to the appointment as registered agent, or statement attached signed by registered agent giving consent to act as the new registered agent.

After the change or changes are made, the street address of this corporation's registered agent and the address of its registered office will be identical.

The registered agent filing this statement of change of the registered agent's business street address has notified the represented corporation in writing of the change, and the notification was manually signed or signed in facsimile.

IN WITNESS WHEREOF, the undersigned executes this notice and verifies, subject to the penalties of perjury, that the statements contained herein are true, this 28th day of April, 19 97.

| | |
|--|------------------------------|
| Signature <i>Bethany K. Allspaw</i> | Title Assistant Secretary |
|--|------------------------------|

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office, Articles of Amendment for:

MUTUAL ADMINISTRATORS LIMITED INC

and said Articles of Amendment have been prepared and signed in accordance with the provisions of the

Indiana Business Corporation Law,

as amended.

The name of the corporation is amended as follows:


ACORDIA SMALL BUSINESS BENEFITS, INC.

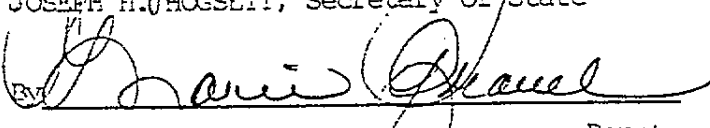
NOW, THEREFORE, I, JOSEPH H. HOGSETT, Secretary of State of Indiana, hereby certify that I have this day filed said articles in this office.

The effective date of these Articles of Amendment is April 11, 1989.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Eleventh day of April 1989


JOSEPH H. HOGSETT, Secretary of State


Deputy

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF

APPROVED
AND
FILED
SECRETARY

MUTUAL ADMINISTRATORS LIMITED, INC.

The undersigned officers of Mutual Administrators Limited, Inc. (hereinafter referred to as the "Corporation"), existing pursuant to the provisions of the Indiana General Corporation Act, as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts:

ARTICLE I

TEXT OF THE AMENDMENT

The exact text of Article I of the Articles of Incorporation of the Corporation, as amended (hereinafter referred to as the "Amendment"), now is as follows:

ARTICLE I

NAME

The name of the Corporation is:

ACORDIA SMALL BUSINESS BENEFITS, INC.

ARTICLE II

BANNER OF ADOPTION AND VOTE

Section 1. Action by Directors.

By written consent executed on April 6, 1989, signed by all of the members of the Board of Directors of the Corporation, a resolution was adopted 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 the Amendment, and Shareholder approved such by unanimous written consent dated April 7, 1989.

Section 2. Action by Shareholder.

By written consent dated April 7, 1989, signed by the holder of 1000 shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect to the Amendment, the Shareholder adopted the Amendment.

Section 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 Act, the Articles of Incorporation and the By-laws of the Corporation.

IN WITNESS WHEREOF, the undersigned officer executes these Articles of Amendment of the Articles of Incorporation of the Corporation, and certify to the truth of the facts herein stated, this 10th day of April, 1989.

Keith R. Faller
Keith R. Faller, President

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that Keith R. Faller, the President of the Corporation, the officer executing the foregoing Articles of Amendment of the Articles of Incorporation, personally appeared before me, acknowledged the execution thereof, and swore or attested to the truth of the facts therein stated.

Witness my hand and Notarial Seal this 10th day of April, 1989.

Mary F. Garrett
Notary Public
Mary F. Garrett
Printed

My Commission Expires: 4-9-92

My County of Residence: Marion

This instrument prepared by Sandra Miller, Esq., Legal Division,
120 West Market Street, Indianapolis, IN 46204, 317-263-4668.

WRITTEN CONSENT OF THE
SHAREHOLDER OF
MUTUAL ADMINISTRATORS LIMITED, INC.

Indianapolis, Indiana

The undersigned constituting the sole Shareholder of the stock of Mutual Administrators Limited, Inc., an Indiana corporation ("MAL"), acting by consent without a meeting, hereby consents to the adoption of and adopt the following Resolutions as Resolutions of the Shareholder of MAL and directs the Secretary of MAL to place a copy of this Written Consent in the minute book of MAL.

WHEREAS, the Board of Directors acting by unanimous consent on April 6, 1989, have proposed an Amendment to the Articles of Incorporation of MAL, which reads as follows:

ARTICLE I

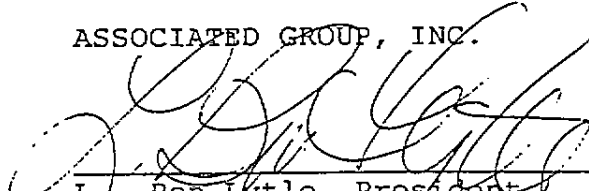
Name

The name of the Corporation is: ACORDIA SMALL BUSINESS BENEFITS, INC.

NOW, THEREFORE, BE IT RESOLVED that the sole Shareholder of MAL does hereby adopt the aforesaid Amendment to the Articles of Incorporation of MAL.

BE IT FURTHER RESOLVED that the Board of Directors of MAL is hereby directed to do all things necessary to fulfill the terms and provisions of these Resolutions.

ASSOCIATED GROUP, INC.


L. Ben Lytle, President
Shareholder Representative

Dated: April 7, 1989

WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF
MUTUAL ADMINISTRATORS LIMITED, INC.

Indianapolis, Indiana

The undersigned constituting all of the Directors of Mutual Administrators Limited, Inc., an Indiana corporation ("MAL"), acting by unanimous consent without a meeting, hereby consent to the adoption of and adopt the following Resolutions as Resolutions of the Board of Directors of MAL and direct the Secretary of MAL to place a copy of this Written Consent in the minute book of MAL.

WHEREAS, the business activities of MAL may be advanced through the change of the name of MAL to Acordia Small Business Benefits, Inc.;

NOW, THEREFORE, BE IT RESOLVED, that Article I of the Articles of Incorporation of MAL be amended so as to read as follows:

ARTICLE I

Name

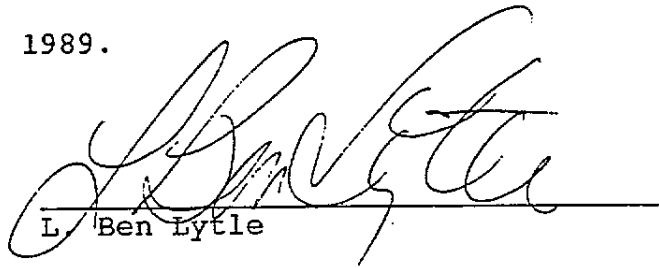
The name of the Corporation is: ACORDIA SMALL BUSINESS BENEFITS, INC.

BE IT FURTHER RESOLVED that the proposed Amendment to the Articles of Incorporation be submitted to the Shareholder of the Corporation for its adoption or rejection and that a meeting of such Shareholder is hereby called to be held on April 7, 1989 to adopt or reject the Amendment.

BE IT FURTHER RESOLVED that upon the adoption of the Amendment to the Articles of Incorporation by the Shareholder, if at all, that the President of the Corporation prepare and execute all documents necessary to fulfill the Resolutions and file same with all appropriate regulatory authorities.

The foregoing corporate action shall have the effect and validity as though duly taken by unanimous action of all Directors of the Corporation at a meeting of said Directors duly called and legally held.

Executed as of April 6, 1989.


L. Ben Lytle


Patrick M. Sheridan

M0001C

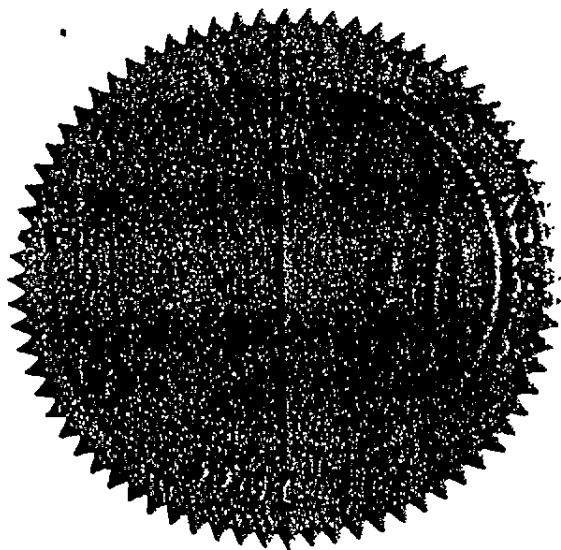
STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AMENDED ARTICLES
OF INCORPORATION
OF

MUTUAL ADMINISTRATORS LIMITED, INC.

I, EDWIN J. SIMCOX, Secretary of State of Indiana, hereby certify that Amended Articles of Incorporation for the above Corporation, have been filed, in the form prescribed by my office, prepared and signed in duplicate in accordance with Chapter Four of the Indiana General Corporation Act (IC 23-1-4).

Now, therefore, upon due examination, I find that the Amended Articles of Incorporation conform to law, and have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles bearing the endorsement of my approval and filing has been returned by me to the Corporation.



In Witness Whereof, I have hereunto set my hand and affixed
the seal of the State of Indiana, at the City of Indianapolis,
this _____ 18th _____ day of

February, 19 85

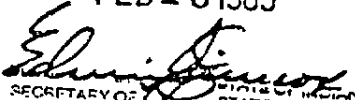
Edwin J. Simcox

EDWIN J. SIMCOX, Secretary of State

By *Mark S. Adams*

Deputy

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MUTUAL ADMINISTRATORS LIMITED, INC.

APPROVED
AND
FILED
FEB 18 1985

SECRETARY OF STATE OF INDIANA

The undersigned officer of Mutual Administrators Limited, Inc. (the "Corporation"), existing pursuant to the provisions of the Indiana Corporation Act, as amended (the "Act"), desiring to give notice of corporate action effectuating amendment of its Articles of Incorporation by adoption of new Amended and Restated Articles of Incorporation to supersede and take the place of its heretofore existing Articles of Incorporation, executes the following Amended and Restated Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Mutual Administrators Limited, Inc.

ARTICLE II

Purposes

The purpose for which the corporation is formed is:

(a) To engage in and transact any and all business in which corporations incorporated under the Act may from time to time be permitted to engage under the Act and other applicable laws of the State of Indiana, including but not limited to performing

insurance administration and providing administrative services to insurance companies and/or nonprofit hospital or medical plans, and all other functions directly or indirectly related to insurance administration (excepting that under no circumstances shall such administrative services include insurance rate setting or insurance risk-taking functions), including but not limited to the purchase, rental, or lease of real property, the purchase or lease of machinery, the negotiation of contracts, and in general without limitation to conduct any such business within or without the insurance industry as may be from time to time decided on by the Board of Directors.

(b) To acquire (by purchase, exchange, lease, hire, or otherwise), construct, assemble, process, hold, improve, manage, operate, mortgage, pledge, hypothecate, exchange, sell, lease, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, (1) real estate of every kind, character, and description, and wheresoever situated and any interest therein; (2) stocks, bonds, notes, evidences of debt or ownership, contracts, options, securities, commodities, and other intangible personal property of every kind, character and description whatsoever and wheresoever situated, and any interest therein; and (3) tangible property or any other sort of property, right, interest, or expectancy of any kind, character, and description whatsoever and wheresoever situated.

(c) To act in any state or nation in which the Corporation may lawfully act (including places where no sovereign exists), for itself as independent contractor or as broker, agent, trustee, or representative for any individual, association, partnership, corporation, or other legal entity, public, private, or otherwise, respecting business which the Corporation is authorized to transact.

(d) To enter into, make, perform, and carry out, or cancel and rescind, contracts and other obligations for any and all lawful purposes pertaining to the business of the Corporation.

(e) To acquire (by purchase, exchange, lease, hire, or otherwise) all, or any part, of the good will, rights, property, and business of any individual, association, partnership, corporation, or other legal entity heretofore or hereafter engaged in or owning any business which the Corporation has or may acquire power to conduct or carry on; to pay for the same in cash or in stocks, bonds, or other obligations of the Corporation, or otherwise; to hold, utilize, and in any manner dispose of the whole, or any part, of the rights and property so acquired, and to assume in connection therewith or at any other time any liabilities of any such individual, association, partnership, corporation, or other legal entity; and to conduct in any lawful manner the whole, or any part, of the business thus acquired.

(f) To make any guaranty of, or act as surety respecting, stocks, dividends, securities, indebtedness, interest, contracts, or other obligations of any individual, association, partnership, corporation, or other legal entity.

(g) To enter into any lawful arrangement, including but not limited to partnership or joint venture, for sharing profits, any union of interest, syndicate, reciprocal association or cooperative association with any individual, association, partnership, corporation, or other legal entity, for the carrying on of any business which the Corporation has or may acquire power to conduct or carry on, or any business or transaction deemed necessary, convenient, expedient, or incidental to the carrying out of any of the purposes or powers of the Corporation.

(h) To borrow or raise monies for any of the purposes of the Corporation and, from time to time, without limitation as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or nonnegotiable instruments and evidences of indebtedness, and to secure the payment thereof, and the interest thereon by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other

obligations of the Corporation for its corporate purposes.

(i) To acquire (by purchase, exchange, or otherwise from such among the holders thereof as the Directors shall determine), hold, sell, transfer, reissue, or cancel the shares of its own capital stock, or any securities or other obligations of the Corporation, in the manner and to the extent now or hereafter permitted by the laws of the State of Indiana, except that no purchase shall be made except to the extent of the aggregate of unreserved and unrestricted earned and capital surplus, and except that shares of its own capital stock beneficially owned by the Corporation shall not be voted directly or indirectly by the Corporation.

(j) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other individuals, domestic or foreign corporations, associations, partnerships, or ventures of any kind, for whatever purpose or purposes formed or operating, and direct or indirect obligations of the United States or of any government, state, territory, governmental district, or of any municipality or of any instrumentality thereof.

(k) To transfer and dispose of property without consideration therefor, including without limitation of the foregoing

charitable contributions, contract modifications without consideration or political contributions, all except as prohibited by law.

(l) In general, to carry on all other business which is or may be appropriately, expediently, or conveniently carried on as a part of, or in connection with, any of the foregoing purposes of the Corporation, and to engage in any and all other lawful business or businesses which the Board of Directors of the Corporation may from time to time determine to have the Corporation engage in or conduct, provided that such business or businesses shall be only such as are permitted by the Act to be engaged in by corporations organized under the Act.

(m) To have the capacity to act possessed by natural persons, and subject to any limitations or restrictions imposed by law or by these Articles of Incorporation, to have and exercise all of the general rights, privileges, and powers specified in or permitted by law to be had and exercised under the provisions of the Act as the same exists from time to time.

Construction of Foregoing Provisions. All of the foregoing specifications of the purposes for which the Corporation is formed shall be construed as powers as well as purposes of the Corporation, and the matters expressed in each paragraph of this Article shall, unless otherwise expressly provided, not be limited by reference to or inference from the provisions of any other paragraph of this Article.

The enumeration of specific powers and purposes in any of the paragraphs of this Article shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any other of such paragraphs, or as limiting or restricting the scope of the general powers of the Corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed, whether or not it be of like nature. The Corporation shall not, however, carry on in any state, territory, district, possession, or country any business, or exercise any power, which a corporation organized under the laws thereof could not carry on or exercise.

Limiting Clause. Nothing in this Article so contained shall be construed to authorize the conduct or carrying on by the Corporation of any business or activities of any nature which is not permitted to be conducted or carried on by a corporation organized and existing under the Act.

ARTICLE III

Terms of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

Principal Office and Resident Agent

The post office address of the principal office of the Corporation is 5 East Market Street, Indianapolis, Indiana 46204, and the

name and post office address of its Resident Agent in charge of such office are CT Corporation, Merchants Bank Building, Indianapolis, Indiana 46204.

ARTICLE V

Shares

Number. The total number of shares which the Corporation has authority to issue shall be 1,000 shares consisting of no shares with par value and 1,000 shares without par value.

ARTICLE VI

Terms of Shares

The capital stock of the Corporation shall be of one class and kind, equal in every respect insofar as its relationship to the Corporation is concerned. Such class of stock shall be referred to as common stock. The shares may be issued by the Corporation originally, and such shares as are reacquired by the Corporation from time to time and not canceled may be sold or otherwise disposed of, for such consideration in money, real property, personal property, tangible or intangible, or labor or services actually performed for the Corporation, as may be fixed by the Board of Directors without the authorization or approval of the shareholders of the Corporation.

When payment for which a share has been authorized to be issued has been received, such share shall be fully paid and not liable to

any further call or assessment, and the holder thereof shall not be liable for any further payments thereon.

ARTICLE VII

Voting Rights of Shares

Except as provided in the Act, every holder of shares shall have the right at every shareholders' meeting to one vote for each share of stock standing in his name on the books of the Corporation on the record date fixed for determination of shares entitled to vote.

ARTICLE VIII

Requirement as to Stated Capital

The stated capital of the Corporation is at least One Thousand Dollars (\$1,000.00).

ARTICLE IX

Directors

Section 1. Number. The Board of Directors shall be composed of two members, which number may be changed by amendment to the Bylaws.

Section 2. Qualifications. Directors need not be shareholders of the Corporation or residents of this or any other state in the United States.

Section 3. Liability of Directors. A Director's responsibility to the Corporation shall be limited to performing his duties as a Director, including his duties as a member of any committee of the Board of Directors upon which he may serve, in good faith, in a manner

he reasonably believes to be in the best interest of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One (1) or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matter presented;

(b) Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which he does not serve, duly designated in accordance with a provision of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence;

but he shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his duties shall have no liability by reason of being or having been a Director of the Corporation.

ARTICLE X

Present Board of Directors

The names and post office addresses of the present members of the

Board of Directors of the Corporation are as follows: John B. Conrad, 2933 Montavesta Road, Lexington, Kentucky 40502, and Joseph M. Whitmer, 2918 Montavesta Road, Lexington, Kentucky 40502.

ARTICLE XI

Provisions for Regulation of Business and Conduct of Affairs of Corporation

Section 1. Meetings of Shareholders. Meetings of the shareholders of the Corporation shall be held at such place, either within or without the State of Indiana, as may be authorized by the Bylaws and specified in the respective notices or waivers of notice of any such meetings.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the Corporation shall be held at such place, either within or without the State of Indiana, as may be authorized by the Bylaws and specified in the respective notices or waivers of notice of any such meetings.

Section 3. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or shareholders, or of any committee of such Board, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board or all shareholders, or by all members of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board, shareholders, or committee. Such consent shall have the same effect as a unanimous

vote of all members of the Board, or all shareholders, or all members of the committee, as the case may be.

Section 4. Interest of Directors. No contract or other transaction between the Corporation and one or more of its Directors, or any other corporation, firm, association, or entity in which one or more of its Directors is a Director or officer or is financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or other transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the Board or Directors or committee thereof and the Board of Directors or committee nevertheless authorizes, approves, or ratifies such contract or other transaction by a vote sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The fact of such relationship or interest is disclosed or known to the Corporation's shareholders entitled to vote, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the

presence of a quorum of a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction. This Section shall not be construed to invalidate any contract or other transaction which otherwise would be valid under the common and statutory law applicable thereto.

Section 6. Nonliability of Shareholders. Private property of shareholders of the Corporation shall not be subject to the payment of corporate debts.

Section 7. Indemnification of Officers and Directors.

(a) To the extent not inconsistent with Indiana law as in effect from time to time, every person (and the heirs and personal representatives of such person), who is or was a Director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, association, trust, or other organization or entity, shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit, or proceeding (1) if such Director, officer, employee, or agent is wholly successful with respect thereto, or (2) if not wholly successful, then if such Director, officer, employee, or agent is determined, as provided in paragraph (e), to have acted in good faith, in what he reasonably believed to be the best interests of

the Corporation and, in addition, with respect to any criminal action or proceeding is determined to have had no reasonable cause to believe that his conduct was unlawful. The termination of any claim, action, suit, or proceeding, by judgment settlement (whether with or without court approval) or conviction or upon a plea of guilt or of nolo contendere, or its equivalent, shall not create a presumption that a Director, officer, employee, or agent did not meet the standards of conduct set forth in this Section.

(b) The terms "claim, action, suit, or proceeding" shall include every claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation or any other corporation or otherwise), civil, criminal, administrative, or investigative, or threat thereof, in which a Director, officer, employee, or agent of the Corporation (or his heirs and personal representatives) may become involved, as a party or otherwise:

(1) by reason of his being or having been a Director, officer, employee, or agent of this Corporation or of any other corporation which he has served as such at the request of this Corporation, or

(2) by reason of his acting or having acted in any capacity in a partnership, joint venture, association, trust, or other organization or entity where he served as such at the request of this Corporation, or

(3) by reason of any action taken or not taken by him in any such capacity, whether or not he continues in such capacity at the time such liability or expense shall have been incurred.

(c) The terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a Director, officer, employee, or agent.

(d) The term "wholly successful" shall mean (1) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him, (2) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or (3) the expiration of a reasonable period of time after the making of any claim or threat of an action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

(e) Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification (1) if special independent legal counsel, which may be regular counsel of the Corporation, or other disinterested person or persons, in either case selected by the Board of Directors,

whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the referee), shall deliver to the Corporation a written finding that such Director, officer, employee, or agent has met the standards of conduct set forth in the preceding paragraph (a), and (2) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee, answer questions which the referee deems relevant, and shall be given ample opportunity to present to the referee evidence upon which he relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee's finding which are within the possession or control of the Corporation.

(f) The rights of indemnification provided in this Section 7 shall be in addition to any rights to which any such Director, officer, employee, or agent may otherwise be entitled. Irrespective of the provisions of this Section 7, the Board of Directors may, at any time and from time to time, (1) approve indemnification of Directors, officers, employees, agents, or other persons to the full extent permitted by the provisions of Indiana law at the time in effect, whether on account of past or future transactions, and (2) authorize the Corporation to purchase and maintain insurance on behalf of any person who is or

was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, association, trust, or other organization or entity against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

(g) Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he is entitled to indemnification.

(h) The provisions of this Section 7 shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

Section 8. Amendment or Repeal. The Corporation shall be deemed, for all purposes, to have reserved the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by an affirmative vote of the shareholders of a majority of the outstanding shares to the extent and in the manner now or hereafter permitted or prescribed by statute, and all rights herein

conferred upon shareholders are granted subject to such reservation.

Section 9. Dividends. The Directors may, in their discretion, from time to time, declare and pay dividends upon the shares of the capital stock of the Corporation out of any assets of the Corporation available for dividends, including unreserved and unrestricted capital surplus and without provision for depletion or otherwise of wasting assets.

Section 10. Removal of Directors. Any or all of the members of the Board of Directors may be removed, with or without cause, at a meeting of the shareholders called expressly for that purpose, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors.

IN WITNESS WHEREOF, the undersigned, being duly authorized officers of the Corporation, execute these Amended and Restated Articles of Incorporation and affirm and verify subject to penalties of perjury the truth of the facts therein stated, this 1st day of

February, 1985.

R. Richard Cooley
R. Richard Cooley, President

Richard E. Stump
Richard E. Stump, Assistant Secretary

STATE OF KENTUCKY)
) SS:
COUNTY OF FAYETTE)

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Kentucky, certify that R. Richard Cooley, the President, and Richard E. Stump, the Assistant Secretary of the Corporation, the officers executing the foregoing Amended and Restated Articles of Incorporation, personally appeared before me, acknowledged the execution thereof, and swore or attested to the truth of the facts herein stated.

Witness my hand and Notarial Seal this day of ,
1985.

Marilyn B. McDowell
Marilyn B. McDowell
Notary Public, State at Large

My County of Residence is Scott County, Kentucky.

My Commission Expires August 24, 1985.

This instrument was prepared by Jeffrey M. Stautz, attorney at law, 810 Fletcher Trust Building, Indianapolis, Indiana 46204.

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

To Whom These Presents Come, Greeting:

I, EDWIN J. SIMCOX, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the Custodian of the corporate records and the Proper Office to execute this certificate.

I further certify that records of this office disclose that

MUTUAL ADMINISTRATORS LIMITED INC

filed Articles of Incorporation on SEPTEMBER 13, 1983;
is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana; and has filed annual corporation reports for all years in accordance with the statutory requirements, or is not yet required to file such annual reports, thus making said corporation in Good Standing with the Office of the Secretary of State.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this

14th day of

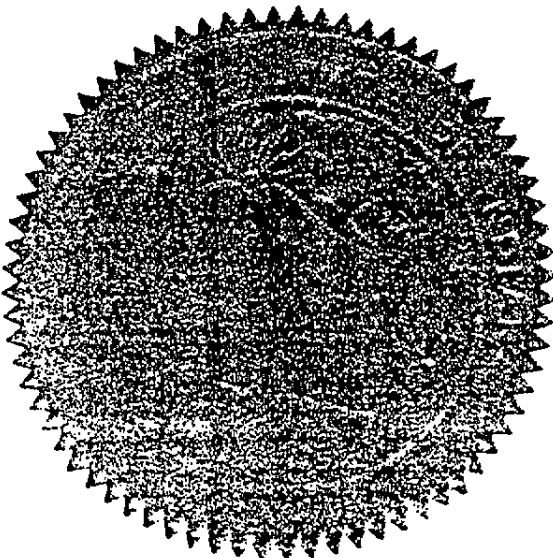
OCTOBER, 1983

Edwin J. Simcox

EDWIN J. SIMCOX, Secretary of State,

By Patti Connell

Deputy



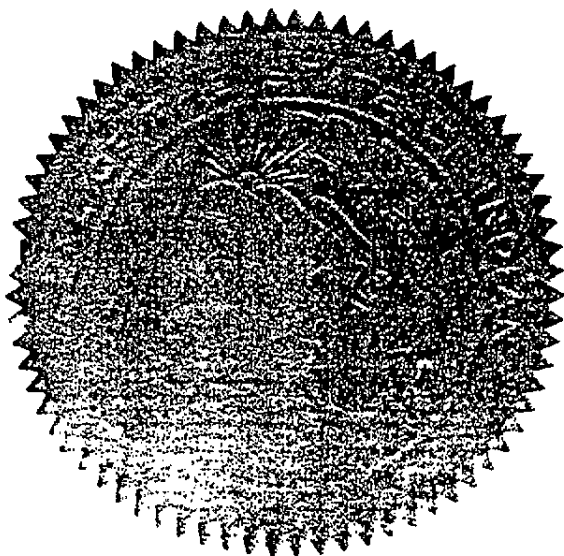
STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

MUTUAL ADMINISTRATORS LIMITED, INC.

I, EDWIN J. SIMCOX, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Corporation, in the form prescribed by my office, prepared and signed in duplicate by the incorporator(s), and acknowledged and verified by the same, have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in my office; and that the remaining copy of such Articles bearing the endorsement of my approval and filing has been returned by me to the incorporator(s) or his(their) representatives; all as prescribed by the provisions of the INDIANA GENERAL CORPORATION ACT.

....., as amended.
NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.



In Witness Whereof, I have hereunto set my hand and affixed
the seal of the State of Indiana, at the City of Indianapolis,
this 13th day of

September, 1983.

Edwin J. Simcox
EDWIN J. SIMCOX, Secretary of State

By *Joseph S. Webb*
Deputy

ARTICLES OF INCORPORATION

Edwin J. Simcox, Secretary of State of Indiana

Use White Paper—Size 8½ x 11—For Inserts

Filing Requirements—Present 2 originally signed and fully executed copies to Secretary of State, Room 155, State House, Indianapolis 46204

Recording Requirements—Recording of Articles of Incorporation in the Office of the County Recorder is no longer required by the Indiana General Corporation Act.

Fee for shares over 200,000 but less than 1,000,000

@ 1¢ per share

Fee for shares over 1,000,000

@ 0.2¢ per share

Total Fee Due \$

APPROVED
AND
FILED
SEP 13 1983

Edwin J. Simcox
SECRETARY OF STATE OF INDIANA

ARTICLES OF INCORPORATION OF

MUTUAL ADMINISTRATORS LIMITED, INC.

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of:

(Indicate appropriate act)

- ☒ Indiana General Corporation Act
- ☐ Medical Professional Corporation Act
- ☐ Dental Professional Corporation Act
- ☐ Professional Corporation Act of 1965
- ☐ I.C. 23-1-13.5 (Professional Accounting Corporations) pursuant to the Indiana General Corporation Act.
(Professional Accounting Corporations are considered to be formed pursuant to the authority of the Indiana General Corporation Act, but subject to the provisions of I.C. 23-1-13.5)

as amended (hereinafter referred to as the "Act"), execute the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is Mutual Administrators Limited, Inc.

(The name must contain the word "Corporation" or "Incorporated", or an abbreviation of one of these words.)

ARTICLE II

Purposes

The purposes for which the Corporation is formed are: To transact any and all business for which corporations may be incorporated under the laws and statutes of the State of Indiana, including but not limited to, performing insurance administration and providing administrative services to insurance companies and/or non-profit hospital or medical plans; and all other functions directly or indirectly related to insurance administration, excepting that under no circumstances shall such administrative services include insurance rate setting or insurance risk taking functions, including but not limited to, the purchase, rental or lease of real property, the purchase or lease of machinery, the negotiation of contracts and in general without limitation to conduct any such business within or without the insurance industry as may be from time to time decided on by the Board of Directors

The Corporation, subject to any limitations contained in these Articles of Incorporation, shall have authority to exercise any power granted a corporation under the Indiana Corporation Act, it being the intention that the enumeration of specific powers shall not operate to limit in any manner the general powers conferred upon corporations by the laws of the State of Indiana.

ARTICLE III Period of Existence

The period during which the Corporation shall continue is, perpetual
(perpetual or a stated period of time)

ARTICLE IV Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Corporation's Resident Agent for service of process is, C. T. Corporation Merchants Bank Building
(Name) (Number and Street or Building)
Indianapolis Indiana 46204
(City) (State) (Zip Code)

Section 2. Principal Office The post office address of the principal office of the Corporation is, Indiana
5 East Market Street Indianapolis 46204
(Number and Street or Building) (City) (State) (Zip Code)

(The resident agent and principal office address must be located in Indiana.)

ARTICLE V Authorized Shares

Section 1. Number of Shares:

The total number of shares which the Corporation is to have authority to issue is 1000.

A. The number of authorized shares which the corporation designates as having par value is 0
with a par value of \$ 0.

B. The number of authorized shares which the corporation designates as without par value is 1000.

Section 2. Terms of Shares (if any): none

ARTICLE VI Requirements Prior To Doing Business

The Corporation will not commence business until consideration of the value of at least \$1,000 (one thousand dollars) has been received for the issuance of shares.

ARTICLE VII Director(s)

Section 1. Number of Directors: The initial Board of Directors is composed of.....².....member(s).
The number of directors may be from time to time fixed by the By-Laws of the Corporation at any number.
In the absence of a By-Law fixing the number of directors, the number shall be.....².....

Section 2. Names and Post Office Addresses of the Director(s): The name(s) and post office address(es) of the initial Board of Director(s) of the Corporation is (are):

| <u>Name</u> | <u>Number and Street or Building</u> | <u>City</u> | <u>State</u> | <u>Zip Code</u> |
|-------------------|--------------------------------------|-------------|--------------|-----------------|
| Joseph M. Whitmer | 2918 Montavesta Road | Lexington | Kentucky | 40502 |
| John B. Conrad | 2933 Montavesta Road | Lexington | Kentucky | 40502 |

Section 3. Qualifications of Directors (if any): none

ARTICLE VIII Incorporator(s)

The name(s) and post office address(es) of the incorporator(s) of the Corporation is (are):

| <u>Name</u> | <u>Number and Street or Building</u> | <u>City</u> | <u>State</u> | <u>Zip Code</u> |
|-------------------|--------------------------------------|-------------|--------------|-----------------|
| Joseph M. Whitmer | 2918 Montavesta Road | Lexington | Kentucky | 40502 |
| John B. Conrad | 2933 Montavesta Road | Lexington | Kentucky | 40502 |

ARTICLE IX Provisions for Regulation of Business and Conduct of Affairs of Corporation

("Powers" of the Corporation, its directors or shareholders)
(Attach additional pages, if necessary)

The powers of the Corporation and all provisions for regulation and conduct of the affairs of the Corporation are contained in the Corporation's By-Laws.

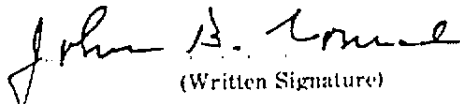
THIS DOCUMENT MUST BE SIGNED BY ALL INCORPORATORS.

I (We) hereby verify subject to penalties of perjury that the facts contained herein are true. (Notarization not necessary)


(Written Signature)

Joseph M. Whitmer

(Printed Signature)


(Written Signature)

John B. Conrad

(Printed Signature)

(Written Signature)

(Printed Signature)

This instrument was prepared by

William R. Brown II
(Name)

Attorney at

Law. 2043 Regency Circle
(Number and Street or Building)

Lexington
(City)

Kentucky
(State)

40503
(Zipcode)