



P 03785

FILED
00 SEP 25 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 838652 4352697

AUTHORIZATION

: Patricia Pigjott

COST LIMIT : \$ 35.00

ORDER DATE : September 21, 2000

ORDER TIME : 10:33 AM

ORDER NO. : 838652-005

CUSTOMER NO: 4352697

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

FOREIGN FILINGS

500003402005--2

NAME: AMERICAN PHYSICIANS LIFE
INSURANCE COMPANY

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
00 SEP 25 AM 9:23
TALLAHASSEE, FLORIDA

N.C.
G. COULLETTE SEP 25 2000

CONTACT PERSON: Jeanine Reynolds

EXT 1133

SECTION I
(1-3 MUST BE COMPLETED)

FILED
00 SEP 25 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Texas Department of Insurance

Financial, Company Licensing & Registration, Mail Code 305-2C
333 Guadalupe P. O. Box 149104, Austin, Texas 78714-9104

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

Amendment to the Articles of Incorporation for EMPHESYS INSURANCE COMPANY, Austin, Texas, Commissioner Order No. 00-0942, dated August 8, 2000, consisting of three (3) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 11th day of August, 2000.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY:

Godwin Ohaechesi

Godwin Ohaechesi, Director
Company Licensing & Registration Division
Order No. 99-1650

No. 00-0942

OFFICIAL ORDER
of the
COMMISSIONER OF INSURANCE
of the
STATE OF TEXAS
AUSTIN, TEXAS

Date: AUG 08 2000

Subject Considered:

AMERICAN PHYSICIANS LIFE INSURANCE COMPANY
Austin, Texas
TDI No. 01-94537

AMENDMENT TO THE ARTICLES OF INCORPORATION
DOCKET NO. R-00-0735

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, the application of AMERICAN PHYSICIANS LIFE INSURANCE COMPANY, Austin, Texas, for approval of an amendment to the Articles of Incorporation changing its name from AMERICAN PHYSICIANS LIFE INSURANCE COMPANY to EMPHESYS INSURANCE COMPANY and for a Certificate of Authority evidencing such change. Since the amendment to the Articles of Incorporation involves only a change of name, a hearing is not required by law.

Action by AMERICAN PHYSICIANS LIFE INSURANCE COMPANY as required and permitted by TEX. INS. CODE ANN. art. 1.14 and art. 3.05, has been evidenced to the Commissioner of Insurance. The amendment is properly supported by the required documents, which evidence that the name EMPHESYS INSURANCE COMPANY, is not so similar of that of any other insurance company as to be likely to mislead the public.

Based upon the evidence submitted, it is hereby ORDERED by the Commissioner of Insurance, that such amendment be, and the same is hereby, approved. It is further ORDERED that a Certificate of Authority be issued to EMPHESYS INSURANCE COMPANY, Austin, Texas, evidencing the change effected by the amendment and that thereupon the prior Certificate of Authority No. 12047, dated November 4, 1998, be canceled.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY:

Godwin Ohaechesi
Godwin Ohaechesi, Director
Company Licensing & Registration
Order 94-0580

Recommended by:

Darrell Hall
Darrell Hall, Insurance Specialist
Company Licensing & Registration

AMENDMENT
TO THE
RESTATED ARTICLES OF INCORPORATION
(DATED AUGUST 13, 1998)
OF
AMERICAN PHYSICIANS LIFE INSURANCE COMPANY

1. The name of the corporation is American Physicians Life Insurance Company
2. The following amendments to the Articles of Incorporation were adopted by the board of directors of the corporation on August 1, 2000 and the shareholders of the corporation on August 1, 2000.

WHEREAS, the board of directors of the Corporation adopted amendments to the Restated Articles of Incorporation of the Corporation on June 14, 2000; and

WHEREAS, the Texas Department of Insurance requested changes to said amendments; and

WHEREAS, the resolutions as adopted on June 14, 2000 regarding the amendments to the Restated Articles of Incorporation of the Corporation are hereby rescinded and replaced by the following resolutions;

NOW, THEREFORE BE IT RESOLVED, that the Restated Articles of Incorporation of the Corporation dated August 13, 1998 (the "Articles of Incorporation") be amended by changing the Article thereof numbered "I" (One) so that, as amended, said Article shall be and read as follows:

"The name of the Corporation is Emphesys Insurance Company"

FURTHER RESOLVED, that the Articles of Incorporation be amended by changing the Article thereof numbered "8" (Eight) so that, as amended, said Article shall be and read as follows:

"The Corporation shall have a Board of Directors of not less than three (3) persons."

FURTHER RESOLVED, that the Articles of Incorporation be amended by deleting the Article thereof numbered "VI" (Six). Following the deletion, the remaining eight Articles will thereby be renumbered as follows:

"I" (One) through "V" (Five) shall remain as numbered
"VI" (Six) is deleted as stated above
"VII" (Seven) through "X" (Ten) will be renumbered as "VI" (Six) through
"IX" (Nine)

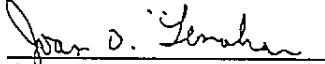
3. The number of shares authorized is 124,450 (par value \$42.00/share). The number of shares issued and outstanding and entitled to vote is 62,225 (par value \$42.00/share).
4. All 62,225 issued and outstanding shares were voted for the amendments.

5. The facts set forth in this application and the amendments to the Restated Articles of Incorporation are true and correct.

Dated this 1st day of August, 2000.

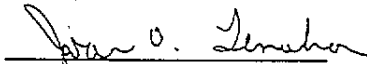
Emphesys Insurance Company
f/k/a American Physicians Life Insurance Company

Attest:

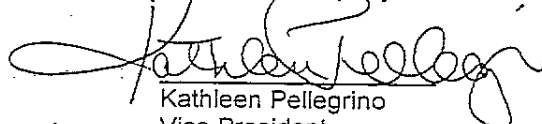

Joan O. Lenahan
Secretary

Emphesys, Inc.
f/k/a Humrealty, Inc.


Attest:


Joan O. Lenahan
Secretary

Emphesys Insurance Company
f/k/a American Physicians Life
Insurance Company


Kathleen Pellegrino
Vice President

Sole Shareholder
Emphesys, Inc.
f/k/a Humrealty, Inc.


Walter E. Neely
Vice President