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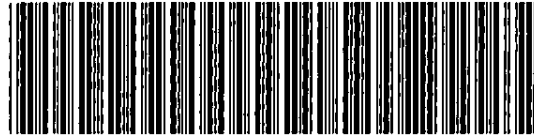
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Guidewell Group Inc.

OCT 23 2013
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13 OCT 15 PM 4:51
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~~name not available~~

~~Effective Date~~

~~RA's name - Chris Doerr~~

APPROVED

ARTICLES OF INCORPORATION

OCT 23 2013

OF

GUIDEWELL GROUP, INC.

Decked by: Luca Cymiere

ARTICLE I
ORGANIZATION

The Corporation is a company organized under Chapter 607, the Florida Business Corporations Act, pursuant to a reorganization in accordance with Chapter 628, Florida Statutes.

ARTICLE II
NAME

The name of the Corporation shall be GuideWell Group, Inc. (the "Corporation").

ARTICLE III
EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be January 1, 2014 or, if later, the date of filing.

ARTICLE IV
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation within Duval County, Florida, shall be as follows:

4800 Deerwood Campus Parkway
Jacksonville, Florida 32246

ARTICLE V
PURPOSE

The purpose for which the corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Florida General Corporation Act.

ARTICLE VI
STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be 1,000,000 shares of common stock at no par value each.

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ARTICLE VII SHAREHOLDERS

A majority of the shares of Common Stock of the Corporation shall be owned at all times, either directly or indirectly through one or more intermediate holding companies, by GuideWell Mutual Holding Corporation ("GuideWell Mutual"), provided, however, that this requirement may be eliminated upon the demutualization of GuideWell Mutual or upon a vote of the members of GuideWell Mutual.

For the purposes of this Article, a "majority of the shares of Common Stock of the Corporation" shall be defined as no less than 51% of the shares of Common Stock of the Corporation.

ARTICLE VIII TERM OF EXISTENCE

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IX INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office of the Corporation shall be as follows:

Chris Doerr
Chief Financial Officer
4800 Deerwood Campus Parkway
Jacksonville, Florida 32246

ARTICLE X DIRECTORS.

The Directors of the Corporation shall be elected by the shareholders as provided in the Bylaws and shall hold their offices for such period as the Bylaws shall establish, or until their successors are duly elected and qualified.

ARTICLE XI INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XII SHAREHOLDER ACTION WITHOUT A MEETING

Any action required or permitted by Florida law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting

group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

ARTICLE XIII
AMENDMENTS

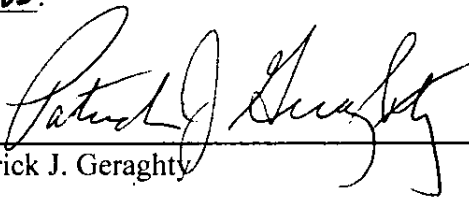
The power to amend the Articles of Incorporation shall be reserved exclusively to the shareholders.

ARTICLE XIV
INCORPORATOR

The name and addresses of the incorporator is:

Name	Address
Patrick J. Geraghty	Blue Cross and Blue Shield of Florida, Inc. 4800 Deerwood Campus Parkway Jacksonville, FL 32246

IN WITNESS WHEREOF, the incorporator has hereunto set his hands and seals this
15 day of October, 2013.



Patrick J. Geraghty

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

A handwritten signature in black ink, appearing to read "Chris Doerr", is written over a horizontal line.

Chris Doerr
Chief Financial Officer