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FLORIDA PROFIT/NON PROFIT CORPORATION  
GUIDEWELL HEALTH, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

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**AFFIDAVIT**

STATE OF FLORIDA  
COUNTY OF Miami-Dade

Before me this day personally appeared CHARLES A. VALCARCE-STUART, the Treasurer of GUIDEWELL HEALTH, INC., a Florida corporation (the "Corporation"), who being by me first duly sworn, deposes and says:

1. The undersigned, in the capacity noted above, has executed Articles of Dissolution for filing with the Florida Department of State on behalf of the Corporation.
2. Dissolution of the Corporation was approved by the shareholders and neither the Corporation nor the shareholders has any intention to revoke the dissolution.
3. The Corporation hereby releases the name "Guidewell Health, Inc." for immediate use by Blue Cross and Blue Shield of Florida, Inc., dba Florida Blue, a Florida corporation, GuideWell Mutual Holding Corporation, a domestic mutual insurance holding company under the laws of the State of Florida, Guidewell Group, Inc., a Florida corporation, or any of their designees.

FURTHER AFFIANT SAYETH NOT:

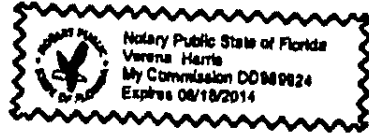
Dated: 11/22, 2013

Signature of Affiant:

Charles A. Valcarce-Stuart  
CHARLES A. VALCARCE-STUART

The foregoing affidavit was sworn to before me this 22 day of November, 2013, at Miami, Florida.

Verena D. Harris  
Notary Public, State of Florida  
Commission No. \_\_\_\_\_  
My commission expires: \_\_\_\_\_



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ARTICLES OF INCORPORATION  
OF  
GUIDEWELL HEALTH, INC.

ARTICLE I  
ORGANIZATION

The Corporation is a company organized under Chapter 607, the Florida Business Corporation Act.

ARTICLE II  
NAME

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

ARTICLE III  
EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be 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 Business Corporation Act.

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**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.

**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").

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:

Deirdre MacCarthy  
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

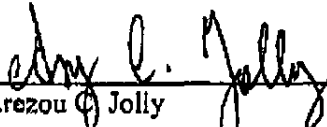
The name and addresses of the incorporator is:

Name	Address
Arezou C. Jolly	Blue Cross and Blue Shield of Florida, Inc. 4800 Deerwood Campus Parkway Jacksonville, FL 32246

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IN WITNESS WHEREOF, the incorporator has hereunto set his hands and seals this  
26th day of February, 2014.

  
\_\_\_\_\_  
Arezou C. Jolly


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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.

  
Deirdre MacCarthy

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