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11/29/04--01043--010 **43.75

FILED
04 NOV 30 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UnitedWisconsin
Life Insurance Company

P.O. Box 19032
Green Bay, WI 54307-9032

November 26, 2004

Via Overnight Mail

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: United Wisconsin Life Insurance Company
Amended and Restated Articles of Incorporation

Dear Clerk:

Enclosed is a certified copy of the Amended and Restated Articles of Incorporation for United Wisconsin Life Insurance Company ("UWLIC"). These Amended and Restated Articles of Incorporation change UWLIC's name to American Medical Security Life Insurance Company, and are effective November 30, 2004.

I have also enclosed a check in the amount of $43.75 to cover the filing fee and also request that a Certificate of Status be mailed back to me at the address below.

Please file the Amended and Restated Articles of Incorporation at your earliest convenience, but no later than November 30, 2004. Thank you for your cooperation. Should you have any questions in regard to this matter, please do not hesitate to contact me at the number below.

Very Truly Yours,

Heather J. Hietpas
Licensing Coordinator
(800) 232-5432 Ext. 15424

Enclosures

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: United Wisconsin Life Insurance Company
(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Heather Hietpas, Licensing Coordinator
(Name of person)

United Wisconsin Life Insurance Company
(Name of firm/company)

3100 AMS Boulevard, Green Bay, WI 54313
(Address)

Green Bay, WI 54313
(City/state and zip code)

For further information concerning this matter, please call:

Heather Hietpas at (920) 661-5424
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

☐ $35.00 Filing Fee ☒ $43.75 Filing Fee & Certificate of Status ☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ $52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

FILED
04 NOV 30 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

_____
(Document number of corporation (if known))

1. United Wisconsin Life Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Wisconsin
(Incorporated under laws of)

3. 12/16/1988
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11/30/2004

5. American Medical Security Life Insurance Company
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
(New jurisdiction)

T J M
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

11/26/04
(Date)

Timothy J. Moore
(Typed or printed name of person signing)

Sr. VP, General Counsel and Secretary
(Title of person signing)

State of Wisconsin
Office of the Commissioner of Insurance
P.O. Box 7873
Madison, Wisconsin 53707-7873

Certification of the Authenticity of Copy of Document on File

The Commissioner of Insurance of the State of Wisconsin certifies that the attached copy of

AMENDED AND RESTATED ARTICLES OF INCORPORATION

for United Wisconsin Life Insurance Company (to be known as "American Medical Security Life Insurance Company" effective November 30, 2004)

is a true and correct copy of the original now on file with the Office of the Commissioner of Insurance.

Dated at Madison, Wisconsin, this 4th day of November, 2004.

Commissioner of Insurance

2004 NOV -2 PM 2:50

RECEIVED
WISCONSIN COMMISSIONER
OF INSURANCE

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERICAN MEDICAL SECURITY LIFE INSURANCE COMPANY

As of November 30, 2004

The following Amended and Restated Articles of Incorporation, duly adopted pursuant to the authority and provisions of Chapters 611 and 180 of the Wisconsin Statutes, supersede and take the place of the existing amended and restated articles of incorporation (which were effective as of August 20, 1997), and shall become effective as of November 30, 2004 (in lieu of the December 31, 2004 effective date originally provided for when the Amended and Restated Articles of Incorporation were adopted on June 8, 2004):

ARTICLE I

Name and Principal Office

The name of the Corporation shall be AMERICAN MEDICAL SECURITY LIFE INSURANCE COMPANY. The location of the principal office shall be 3100 AMS Boulevard, Green Bay, Wisconsin 54313.

ARTICLE II

Period of Existence

The period of existence shall be perpetual.

ARTICLE III

Purposes

The purposes of the corporation are to engage in the business of life, accident and health insurance.

ARTICLE IV

Capital Stock

The capital stock of the corporation shall be Four Million (4,000,000) shares of one class only, designated as common shares of par value of two dollars ($2.00) each.

ARTICLE V

Restriction on Transfer of Stock

The transfer of shares of stock may be restricted, provided that any such restrictions shall be stated upon the certificate representing the shares so restricted.

ARTICLE VI

Board of Directors

The number of directors of the corporation shall be as provided in the Bylaws. The Bylaws may prescribe other qualifications for the directors and may divide them into classes according to their terms of office. The method of election or appointment of the directors and their terms of office shall be provided in the Bylaws.

ARTICLE VII

Registered Office and Registered Agent

The registered office is 3100 AMS Boulevard, Green Bay, Wisconsin 54313, and the registered agent at such address is Timothy J. Moore.

ARTICLE VIII

Amendments

These articles may be amended in the manner provided by law at the time of adoption of the amendment.

* * * * *

Executed by the undersigned on this 1st day of November 2004.

UNITED WISCONSIN LIFE INSURANCE COMPANY

By: _____
Samuel V. Miller
Chairman, President and Chief Executive Officer

By: _____
Julie A. Van Straten
Vice President, Corporate Legal and
Assistant Secretary

Address: 3100 AMS Boulevard
Green Bay, Wisconsin 54313

STATE OF WISCONSIN)
) ss:
COUNTY OF BROWN)

Personally came before me this 1st day of November, 2004, the above named Samuel V. Miller and Julie A. Van Straten to me known to be the persons who executed the foregoing instrument and acknowledged the same.

_____
Notary Public, State of Wisconsin
My commission expires 9/23/2007

CERTIFICATE

This is to certify that the effective date of the foregoing Amended and Restated Articles of Incorporation was approved by the Board of Directors of the corporation on October 29, 2004, and adopted by the sole shareholder of the corporation on October 29, 2004, in accordance with Sec. 180.1003 Wis. Stats.

Dated as of the 1st day of November, 2004.

UNITED WISCONSIN LIFE INSURANCE COMPANY

By: _____

Julie A. Van Straten
Vice President, Corporate Legal and
Assistant Secretary

This document was drafted by:
John A. Sanders
3100 AMS Boulevard
Green Bay, Wisconsin 54313