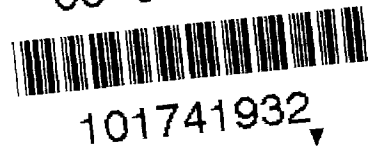


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Associated Insurance Companies, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Anthem Insurance Companies, Inc. Internal Address: 120 Monument Circle Street Address: Indianapolis State: Indiana Zip: 46204 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Indiana Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: March 28, 1996

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,897,891 Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Amie Peele Carter Internal Address: Baker & Daniels Suite 2700 Street Address: 300 N. Meridian St. City: Indianapolis State: Indiana Zip: 46204

7. Total fee (37 CFR 3.41) \$ 40.00 (Check #204962) Enclosed Authorized to be charged to deposit account (Any additional fees) 8. Deposit account number: 02-0390 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Amie Peele Carter Name of Person Signing Signature Date May 31, 2001

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

194107-047

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:

ASSOCIATED INSURANCE COMPANIES 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:

ANTHEM INSURANCE COMPANIES, 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 March 28, 1996.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-eighth day of March, 1996.


Deputy

194107-047

APPROVED
DEPARTMENT OF INSURANCE

**ARTICLES OF AMENDMENT
OF THE
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ASSOCIATED INSURANCE COMPANIES, INC.
an Indiana Mutual Insurance Company**

MAR 28 1996

STATE OF INDIANA
INSURANCE COMMISSIONER

Associated Insurance Companies, Inc. (hereinafter referred to as the "Corporation"), duly existing under the Indiana Insurance Law and desiring to give notice of corporate action effectuating an amendment of its Second Amended and Restated Articles of Incorporation, sets forth the following facts:

**Article I
Amendment of the
Second Amended and Restated Articles of Incorporation**

Article I of the Corporation's Second Amended and Restated Articles of Incorporation is hereby amended to read in its entirety as follows: "The name of the Corporation is Anthem Insurance Companies, Inc."

**Article II
Effective Date**

The effective date of the amendment shall be the date of filing of these Articles of Amendment with the office of the Secretary of State of the State of Indiana or such other date as may be provided by law.

**Article III
Manner of Adoption and Vote**

Section 1. Action by Directors. The Board of Directors of the Corporation, at a meeting thereof, duly called, constituted and held on February 15, 1996, by unanimous vote adopted resolutions approving the amendment and directing that the amendment be submitted to the vote of the members of the Corporation entitled to vote with respect thereof at the annual meeting of the members of the Corporation to be held on March 28, 1996.

Section 2. Action by Members. The members of the Corporation entitled to vote with respect to the amendment, at the annual meeting thereof, duly called, constituted and held on March 28, 1996, and at which a quorum of the Corporation's members was present in person or by proxy, authorized adoption of the amendment by a vote of more than two-thirds of the members of the Corporation voting in person or by proxy at such meeting. The number of members present in person or by proxy at the annual meeting and entitled to vote with respect to the amendment, and the number of such members casting votes in person or by proxy with respect to the amendment were as follows:

Number of members present:	187, 512
Number of members voting for the amendment:	187, 504
Number of members voting against the amendment:	6
Number of members abstaining from voting on the amendment:	2

144107-047

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 Indiana Insurance Law and the Corporation's Second Amended and Restated Articles of Incorporation and By-Laws.

IN WITNESS WHEREOF, the undersigned officers of the Corporation execute these Articles of Amendment of the Second Amended and Restated Articles of Incorporation of Associated Insurance Companies, Inc., and certify to the truth of the facts herein stated, this 28th day of March, 1996.

ASSOCIATED INSURANCE COMPANIES, INC.

By: *L. Ben Lytle*
L. Ben Lytle, President and
Chief Executive Officer

By: *Nancy L. Purcell*
Nancy Purcell, Corporate Secretary

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the foregoing State, hereby certify that L. Ben Lytle, the President and Chief Executive Officer of Associated Insurance Companies, Inc., and Nancy Purcell, the Corporate Secretary of Associated Insurance Companies, Inc., personally appeared before me, acknowledged execution of the foregoing Articles of Amendment to the Second Amended and Restated Articles of Incorporation and swore to the truth of the facts therein contained.

WITNESS my hand and Notarial Seal this 28th day of March, 1996.

Marilyn Gardner
Notary Public

MARILYN GARDNER
Name Printed

My County of Residence:

Johnson

My Commission Expires:

3-2-99

This instrument was prepared by Tibor D. Klopfer, Attorney at Law, Baker & Daniels, 300 North Meridian Street, Suite 2700, Indianapolis, Indiana 46204.