

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/30/2004

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
WellPoint Health Networks, Inc.		11/30/2004	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Anthem Holding Corp.
Street Address:	120 Monument Circle
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46204
Entity Type:	CORPORATION: INDIANA

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Serial Number:	76529403	NEXTAGENCY
Serial Number:	76535173	INSURANCE NEIGHBORHOOD

**CORRESPONDENCE DATA**

Fax Number: (804)698-2009  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 804-775-1169  
 Email: mbaril@mcguirewoods.com  
 Correspondent Name: Mary Dalton Baril  
 Address Line 1: 901 East Cary Street  
 Address Line 4: Richmond, VIRGINIA 23219

NAME OF SUBMITTER:	Mary Dalton Baril
Signature:	/Mary Dalton Baril/
Date:	11/29/2005

OP \$65.00 76529403

**Total Attachments: 4**

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# Delaware

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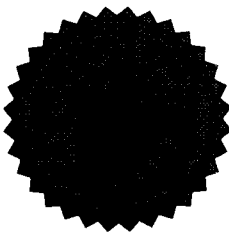
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WELLPOINT HEALTH NETWORKS INC.", A DELAWARE CORPORATION, WITH AND INTO "ANTHEM HOLDING CORP." UNDER THE NAME OF "ANTHEM HOLDING CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF INDIANA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 2004, AT 2:49 O'CLOCK P.M.

2657896 8100M

050953532



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4317272

DATE: 11-22-05

TRADEMARK  
REEL: 003200 FRAME: 0646

State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 02:49 PM 11/30/2004  
 FILED 02:49 PM 11/30/2004  
 SRV 040856591 - 2657896 FILE

**CERTIFICATE OF MERGER**

**OF**

**WELLPOINT HEALTH NETWORKS INC.**

**WITH AND INTO**

**ANTHEM HOLDING CORP.**

**UNDER SECTION 252 OF THE  
 GENERAL CORPORATION LAW  
 OF THE STATE OF DELAWARE**

Pursuant to Section 252(c) of the General Corporation Law of the State of Delaware ("DGCL"), Anthem Holding Corp., an Indiana corporation (the "Corporation"), hereby certifies the following information relating to the merger of WellPoint Health Networks Inc., a Delaware corporation ("WellPoint"), with and into the Corporation (the "Merger"):

**FIRST:** The name and state of incorporation of each of the constituent corporations in the Merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
WellPoint Health Networks Inc.	Delaware
Anthem Holding Corp.	Indiana

**SECOND:** The Amended and Restated Agreement and Plan of Merger effective as of October 26, 2003 among WellPoint, Anthem, Inc. and the Corporation (the "Merger Agreement"), setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 252 of the DGCL.

**THIRD:** The surviving corporation in the Merger is the Corporation (the "Surviving Corporation").

**FOURTH:** The articles of incorporation of the Corporation shall be the articles of incorporation of the Surviving Corporation.

**FIFTH:** The executed Merger Agreement is on file at an office of the Surviving Corporation located at 120 Monument Circle, Indianapolis, Indiana 46204.

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the constituent corporations.

SEVENTH: The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding of any obligation of the constituent corporation which is a Delaware corporation, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL, and irrevocably appoints the Secretary of State as its agent to accept service of process in any such suit or proceeding and specifies 120 Monument Circle, Indianapolis, Indiana 46204: Attention General Counsel as the address to which a copy of such process shall be mailed by the Secretary of State.

EIGHTH: This Certificate of Merger, and the Merger provided for herein, shall become effective at such time as it is filed with the Secretary of State of the State of Delaware.

[Remainder of page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed on its behalf by the undersigned duly authorized person on this 30<sup>th</sup> day of November 2004.

ANTHEM HOLDING CORP.

By: David R. Frick  
Name: David R. Frick  
Title: Executive Vice President and Chief Legal  
and Administrative Officer

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