

06-28-2001

Form PTO-1594 R
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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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):
Stelkast Incorporated
6-21-01
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State (Pennsylvania)
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Trigon Incorporated
Internal _____
Address: _____
Street Address: 800 Vinial Street
City: Pittsburgh State: PA Zip: 15212
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Pennsylvania
 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: February 28, 1997

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

1,906,431
1,938,792
2,232,577

5. Name and address of party to whom correspondence concerning document should be mailed.
Name: Christine R. Ethridge, Esq.
Internal Address: Kirkpatrick & Lockhart LLP
Henry W. Oliver Building
Street Address: 535 Smithfield Street
City: Pittsburgh State: PA Zip: 15222-2312

6. Total number of applications and registrations involved: 3
7. Total fee (37 CFR 3.41).....\$ 90.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
(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.

Christine R. Ethridge
Name of Person Signing

Christine R. Ethridge
Signature

June 21, 2001
Date

Total number of pages including cover sheet, attachments, and document: 12

06/27/2001 LMUELLER 00000274 1906431

01 FC:461
02 FC:462

40.00 DP
50.00 DP

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

TRADEMARK
REEL: 002321 FRAME: 0356

Microfilm Number _____

Filed with the Department of State on

FEB 28 1997

Entity Number 2084660

[Signature]
Secretary of the Commonwealth

ARTICLES OF AMENDMENT - DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. Section 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation until the effective date of this amendment is: **Stelkast Incorporated**
2. The address of this corporation's current (a) registered office in this Commonwealth or (b) commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following address to conform to the records of the Department):

(a) 800 Vinial Street Pittsburgh PA 15212 Allegheny
Number and Street City State Zip County

(b) _____
Name of Commercial Registered Office Provider

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: **Pennsylvania Business Corporation Law of 1988.**
4. The date of its incorporation is: **April 6, 1992.**
5. (Check, and if appropriate complete, one of the following):
 - The amendment shall be effective upon filing these Articles of Amendment in the Department of State.
 - The amendment shall be effective on:

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FEB 28 97

PA Dept. of State

TRADEMARK FEB. 28. 1997 10:55AM

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6. (Check one of the following):

- The amendment was adopted by the shareholders pursuant to 15 Pa.C.S. Sections 1914(a) and (b).
- The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. Section 1914(c).

7. (Check, and if appropriate complete, one of the following):

- The amendment adopted by the corporation, set forth in full, is as follows:
- The amendment adopted by the corporation is set forth in full in Exhibit A, attached hereto and made a part hereof.

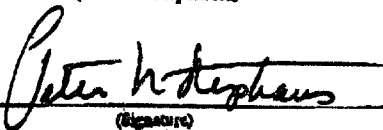
8. (Check if the amendment restates the articles)

- The restated articles of incorporation supersedes the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 28th day of February, 1997.

STELKAST CORPORATION

(Name of Corporation)



(Signature)

By: Peter N. Stephans

Title: Chairman

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TRIGON INCORPORATED

FIRST: The name of the Corporation is:

TRIGON INCORPORATED.

SECOND: The location and post office address of the registered office of the Corporation in this Commonwealth is 145 Hidden Valley Road, McMurray, Pennsylvania 15317, Washington County.

THIRD: The Corporation is incorporated under the Business Corporation Law of 1988.

FOURTH: The term for which the Corporation is to exist is perpetual.

FIFTH: A. The aggregate number of shares which the Corporation shall have authority to issue is Three Million One Hundred Thousand (3,100,000) shares, as follows:

1. Three Million (3,000,000) shares of Common Stock, with a par value of one cent (\$.01) per share, consisting of 1,500,000 shares of Class A Common Stock, with a par value of one cent (\$.01) per share (hereinafter called "Class A Common Stock"), and 1,500,000 shares of Class B Common Stock, with a par value of one cent (\$.01) per share (hereinafter called "Class B Common Stock"). The Class A Common Stock and the Class B Common Stock are sometimes hereinafter collectively referred to as the "Common Stock." Except for and subject to those rights as may be expressly granted to the holders of Preferred Stock by the holders of the Common Stock or pursuant to the authority vested by these Articles of Incorporation in the Board of Directors, or except as may be provided by the laws of the Commonwealth of Pennsylvania, the holders of the Common Stock shall have exclusively all rights of shareholders.

2. One Hundred Thousand (100,000) shares of Preferred Stock, with a par value of one cent (\$.01) per share.

B. Authority is hereby expressly vested in the Board of Directors at any time and from time to time by resolution to divide into and issue the Preferred Stock in one or more classes or series, or both, and to determine for any such class or series its designation and the number of shares of the class or series.

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and the voting rights, preferences, limitations and special rights, if any, of the shares of the class or series.

C. The rights, preferences and limitations of shares of the Class A Common Stock and the Class B Common Stock are as follows:

1. Voting Rights. The holders of shares of Class A Common Stock shall be entitled to vote on each matter on which the shareholders of the Corporation shall be entitled to vote generally, and each holder of shares of Class A Common Stock shall be entitled to one vote for each such share held by such holder. The holders of shares of Class B Common Stock shall not have any voting rights, except as otherwise required by applicable law with respect to any particular matter, in which case each holder of shares of Class B Common Stock shall be entitled to vote (at the rate of one vote per share of Class B Common Stock held) only with other holders of shares of Class B Common Stock as a single class on such matter, except as otherwise required by applicable law.

2. Dividends. The Board of Directors may cause dividends to be paid to the holders of shares of Common Stock out of funds legally available for the payment of dividends by declaring an amount per share as a dividend. When and as dividends or other distributions (including, without limitation, any grant or distribution of securities or indebtedness convertible or exchangeable into shares of capital stock of the Corporation or options, warrants or rights to subscribe for or purchase shares of capital stock of the Corporation or securities or indebtedness convertible or exchangeable into shares of capital stock of the Corporation) are declared, whether payable in cash, in property or in shares of capital stock of the Corporation, other than in shares of Common Stock, securities or indebtedness convertible or exchangeable into shares of Common Stock or options, warrants or rights to subscribe for or purchase shares of Common Stock or securities or indebtedness convertible or exchangeable into shares of Common Stock, the holders of shares of Class A Common Stock and Class B Common Stock shall be entitled to share equally, share for share, in such dividends or other distributions as if all such shares were of a single class. No dividend or other distribution shall be declared or paid in shares of Common Stock, securities or indebtedness convertible or exchangeable into shares of Common Stock or options, warrants or rights to subscribe for or purchase shares of Common Stock or securities or indebtedness convertible or exchangeable into shares of Common Stock, except a dividend or other distribution payable to all of the holders of shares of Common Stock, ratably according to the number of shares of Common Stock held by them, in shares of Class A Common Stock or securities or indebtedness convertible or exchangeable into shares of Class A Common Stock or options, warrants or rights to subscribe for or purchase shares of Class A Common Stock or securities or indebtedness convertible or exchangeable into shares of Class A Common Stock to holders of shares of that class of Common Stock and shares of

Class B Common Stock or securities or indebtedness convertible or exchangeable into shares of Class B Common Stock or options, warrants or rights to subscribe for or purchase shares of Class B Common Stock or securities or indebtedness convertible or exchangeable into shares of Class B Common Stock to holders of shares of that class of Common Stock.

3. Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, holders of shares of Common Stock shall be entitled to share ratably according to the number of shares of Common Stock held by them in all assets of the Corporation available for distribution to the holders of shares of Class A Common Stock and Class B Common Stock.

4. Conversion. Each share of Class A Common Stock shall be convertible into one share of Class B Common Stock, at any time and from time to time, upon delivery to the Corporation of a certificate, signed by or on behalf of the holder or holders seeking such conversion, in form and substance reasonably acceptable to the Corporation. Any conversion of shares of Class A Common Stock into shares of Class B Common Stock pursuant to this Section 4 shall be effected by the delivery to the Corporation at its principal executive office of the certificates representing the shares of Class A Common Stock to be converted, duly endorsed, together with written instructions that such shares are to be converted. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class B Common Stock, solely for the purpose of effecting conversions pursuant to this Section 4, the full number of shares of Class B Common Stock from time to time issuable upon the conversion of all shares of Class A Common Stock then outstanding and entitled to convert, and shall take all such action and obtain all such permits or orders as may be necessary to enable the Corporation lawfully to issue such shares upon any such conversion. In addition, the Corporation shall also reserve and keep available such other securities and property as may from time to time be deliverable upon conversion of shares of Class A Common Stock and shall take all such action and obtain all such permits or orders as may be necessary to enable the Corporation lawfully to deliver such other securities and property upon any such conversion. So long as any shares of Class A Common Stock shall be outstanding, the Corporation shall take all corporate action necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Class B Common Stock upon any conversion thereto.

5. Subdivisions and Combinations. If shares of either class of Common Stock are to be subdivided or combined, then shares of both classes of Common Stock shall be so subdivided or combined.

D. Class A 10% Preferred Stock. A class of 10% cumulative preferred stock of the Corporation (the "Class A 10%

Preferred Stock") consisting of 10,000 shares having a par value of \$.01 per share and a stated value per share of \$1,000 (the "Stated Value") is hereby authorized. The Corporation shall have authority to issue from time to time all or a part of the Class A 10% Preferred Stock.

1. Dividends. The holder of each validly issued and outstanding share of Class A 10% Preferred Stock ("Holder") shall be entitled to receive cumulative cash dividends (when, as and if declared out of funds legally available therefor) on January 1 and July 1 of each year, in an annual amount equal to 10% of the Stated Value (the "Dividend"). The Dividend shall begin to accrue on the date of issuance of the particular share of Class A 10% Preferred Stock. If the Corporation has insufficient assets to pay an entire accrued and unpaid Dividend that is due and payable, then such Dividend will be allocated and paid pro rata to each Holder on a share-for-share basis. For the purpose of determining Holders entitled to receive a Dividend, the Board of Directors may fix a record date in accordance with the Bylaws of the Corporation. Accrued and unpaid Dividends shall bear interest at the rate of 10% per annum.

2. Voting Rights. No Holder shall be entitled to vote at any meeting of the shareholders of the Corporation or otherwise; provided, however, that without the prior written consent of a majority of the Holders, the Corporation may not issue any class or series of capital stock that is senior to the Class A 10% Preferred Stock.

3. Preferences. At any time at which there are any accrued and unpaid Dividends, the Corporation shall not, without the prior written consent of a majority of the Holders, declare any payments, dividends or distributions (except for stock dividends or distributions) on shares of Common Stock or any other class of stock of the Corporation junior to the Class A 10% Preferred Stock ("Junior Stock"), nor shall any payment be made by the Corporation to redeem, repurchase or otherwise acquire shares of Common Stock or other Junior Stock.

4. Liquidation. In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the Corporation shall pay to the Holders out of the assets of the corporation legally available therefor after payment of and provision for all of the Corporation's debts and liabilities, an amount for each share of Class A 10% Preferred Stock then issued and outstanding equal to the sum of the Stated Value, plus all accrued and unpaid Dividends up to the date fixed for liquidation, dissolution or winding up, and any accrued and unpaid interest thereon in accordance with Section 2. If the Corporation has insufficient assets to pay such amount, then such assets will be allocated and paid pro rata to each holder on a share-for-share basis. No payment or consideration of any kind or nature may be paid with respect to the Junior Stock upon liquidation, dissolution, or

winding up of the affairs of the Corporation until the Class A 10% Preferred Stock and all Dividends thereon are paid in full.

5. Redemption. As may be determined from time to time by the Board of Directors in its sole discretion, the Corporation may redeem issued and outstanding shares of the Class A 10% Preferred Stock, in whole or in part, on a pro rata basis among all outstanding shares of Class A 10% Preferred Stock at a redemption price equal to the sum of the Stated Value plus all accrued and unpaid Dividends up to the date fixed for redemption, and any accrued and unpaid interest thereon in accordance with Section 2. The Board of Directors shall have the full and exclusive authority in each instance to determine the procedure to be followed in the event of any redemption of Class A 10% Preferred Stock.

SIXTH: Subject to the rights of the holders of any series of Preferred Stock then outstanding, the number of directors of the Corporation shall be from one to six as determined by the Board of Directors and, in the case of any increase in the number of directors of the Corporation, the additional director or directors shall be elected by the Board of Directors. No decrease in the number of directors of the Corporation shall shorten the term of any incumbent director. The entire Board of Directors or any individual director may be removed from office by vote of the shareholders entitled to vote thereon only for cause. In case the Board of Directors or any one or more directors are so removed, new directors may be elected at the same meeting. The repeal of a provision of these Articles or the Bylaws of the Corporation prohibiting, or the addition of a provision to these Articles or the Bylaws of the Corporation permitting, the removal by the shareholders of the Board of Directors or a director without assigning any cause shall not apply to any incumbent director during the balance of the term for which he was then elected.

SEVENTH: The shareholders of the Corporation shall not have the right to cumulate their votes for the election of directors of the Corporation.

EIGHTH: The Board of Directors is authorized to adopt, amend or repeal any term or provision of the Bylaws of the Corporation by a vote of a majority of its members, subject always to the power of the shareholders to adopt, amend or repeal the Bylaws of the Corporation.

NINTH: Immediately effective upon the filing of the Articles of Amendment dated as of February 28, 1997 in the Department of State of the Commonwealth of Pennsylvania (the "Effective Time"), each share of Common Stock, par value \$.01 per share ("Old Common Stock"), outstanding immediately prior to the Effective Time

automatically and without any action on the part of the holder thereof shall be reclassified as and converted into one share of Class B Common Stock, subject to the treatment of fractional share interests as described below. Each holder of a certificate or certificates that immediately prior to the Effective Time represented outstanding shares of Old Common Stock (the "Old Certificates") will be entitled to receive, upon surrender of such Old Certificates to the Corporation for cancellation, a certificate or certificates (the "New Certificate," whether one or more) representing the number of whole shares of Class B Common Stock into which and for which the shares of Old Common Stock formerly represented by such Old Certificates so surrendered are reclassified under the terms hereof. From and after the Effective Time, Old Certificates shall represent only the right to receive New Certificates (and, where applicable, cash in lieu of fractional shares, as provided below) pursuant to the provisions hereof. No certificates or scrip representing fractional share interests in Class B Common Stock will be issued, and no such fractional share interest will entitle the holder thereof to vote, or to any rights of a shareholder of the Corporation. In lieu of any such fractional shares of Class B Common Stock, each shareholder with a fractional share will be entitled to receive, upon surrender of his Old Certificates to the Corporation for cancellation, an amount in cash equal to the fair market value thereof as determined in good faith by the Board of Directors to be the fair value of one share of Class B Common Stock as of the Effective Time multiplied by such fraction. If more than one Old Certificate shall be surrendered at one time for the account of the same shareholder, the number of full shares of Class B Common Stock for which New Certificates shall be issued shall be computed on the basis of the aggregate number of shares represented by the Old Certificates so surrendered. In the event that the Corporation determines that a holder of Old Certificates has not tendered all his certificates for exchange, the Corporation shall carry forward any fractional share until all certificates of that holder have been presented for exchange such that payment for fractional shares to any one person shall not exceed the value of four-fifths of one share of Class B Common Stock. The Old Certificates surrendered for exchange shall be properly endorsed and otherwise in proper form for transfer, and the person or persons requesting such exchange shall affix any requisite stock transfer tax stamps to the Old Certificates surrendered, or provide funds for their purchase, or establish to the satisfaction of the Corporation that such taxes are not payable. From and after the Effective Time the amount of capital represented by the shares of Class B Common Stock into which and for which the shares of Old Common Stock are reclassified under the terms hereof shall be an amount equal to the product of the number of issued and outstanding shares of Class B Common Stock and the One Cent (\$.01) par value of each such share.

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

JUNE 12, 2001

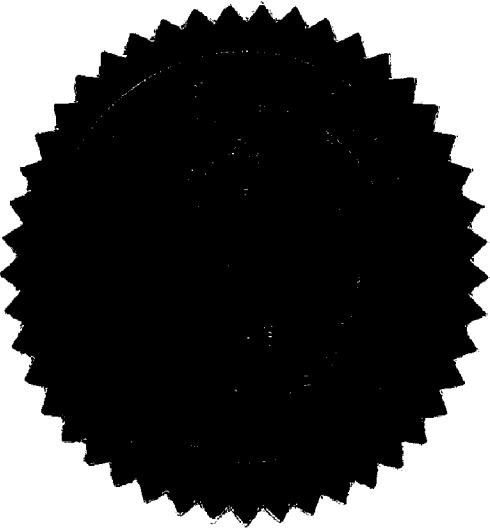
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

TRIGON INCORPORATED

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



Kim Pizzingrilli

Secretary of the Commonwealth

CFEN

RECORDED: 06/21/2001

TRADEMARK
REEL: 002321 FRAME: 0365