

RESTATED ARTICLES OF INCORPORATION
OF
ANTHEM HEALTH PLANS OF KANSAS, INC.

ARTICLE ONE

The name of the corporation is Anthem Health Plans of Kansas, Inc. (hereinafter referred to as "Corporation"). The Corporation was originally incorporated as Blue Cross and Blue Shield of Kansas, Inc., under articles of incorporation filed with the Secretary of State of the State of Kansas on May 1, 1983. These restated articles of incorporation were duly adopted prior to receipt of any payment for its stock by its board of directors and by a vote of the policyholders of the Corporation in accordance with K.S.A 40-4002(d).

ARTICLE TWO

The address of the Corporation's registered office in the State of Kansas is 1133 Topeka Boulevard, Topeka, KS (County of Shawnee). The name of its registered agent at such address is: Anthem Health Plans of Kansas, Inc.

ARTICLE THREE

The Corporation is organized for profit and the nature of the business or purposes to be conducted or promoted is to, in general and subject to such powers, limitations and conditions as are or may be prescribed by the Kansas Insurance Code and not otherwise permitted by other state or federal law, engage in any lawful act or activity for which a corporation may be organized under the Kansas General Corporation Code.

ARTICLE FOUR

The total number of shares of stock which the Corporation has authority to issue is 1,000 shares of Common Stock, all one class, with no par value, except that, solely for the purpose of any statute or regulation imposing any tax or fee based upon the capitalization of the Corporation, each of the Corporation's shares shall be deemed to have a par value of \$1.00 per share.

ARTICLE FIVE

The Corporation is to have perpetual existence.

ARTICLE SIX

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the By-Laws of the Corporation.

ARTICLE SEVEN

Meetings of stockholders may be held within or without the State of Kansas, as the By-Laws may provide. The books of the Corporation may be kept outside the state of Kansas at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

ARTICLE EIGHT

**ARTICLES OF INCORPORATION
OF
ANTHEM WEST, INC.**

There shall be no personal liability of a director to the Corporation or its stockholders, policyholders or members for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (A) for any breach of the director's duty of loyalty to the Corporation or its stockholders, policyholders or members, (B) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (C) under the provisions of K.S.A. 17-6424, and amendments thereto, or (D) for any transaction from which the director derived an improper personal benefit.

ARTICLE NINE

To the fullest extent permitted by the Kansas General Corporation Code as the same exists or may hereinafter be amended, the Corporation may indemnify persons for monetary damages and/or payment of corporate debts. Any repeal or modification of this Article Eleven shall not adversely affect any right or protection of a director of the Corporation existing or arising out of facts or incidents prior to the time of such repeal or modification.

ARTICLE TEN

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed herein and by the laws of the State of Kansas, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this ____ day of _____, _____.

Chairman

Secretary