



PENNCORP FINANCIAL

801474

May 15, 1998

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002531348--9
-05/21/98--01038--008
*****43.75 *****43.75

RE: Integon Life Insurance Corporation
FEIN#: 56-0392100

Dear Sir/Madam:

Effective April 30, 1998, Integon Life Insurance Corporation changed its name to Security Life and Trust Insurance Company. To document the change with the Florida Department of State, I have enclosed an Amendment to Application for Authorization to Transact Business in Florida. The amendment also references the change of domicile that occurred on April 30, 1997. Certified copies of the approvals are enclosed for your reference.

Additionally, I have provided a check in the amount of \$43.75 to cover the cost of filing the amendment and obtaining a Certificate of Status reflecting the new name and state of domicile. I would appreciate your returning the certificate to me by Federal Express and charging the company's account number 0752-3872-0.

Thank you for your assistance in this matter. If you need any further information, please do not hesitate to contact me at (214) 954-7124.

Sincerely,

Joan Olson

Joan Olson, CLA
Regulatory Compliance Specialist

FILED
98 MAY 21 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

717 N. Harwood Street, Dallas, Texas 75201

Writer's Direct Line: (214) 954-7124
Writer's Facsimile: (214) 954-7717
Toll Free Number: (800) 792-4368, extension 7124

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.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
98 MAY 21 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Integon Life Insurance Corporation
Name of corporation as it appears on the records of the Department of State.
2. North Carolina 3. May 21, 1921
Incorporated under laws of 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? April 30, 1998
5. Security Life and Trust Insurance Company
Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."
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.
Texas
New Jurisdiction
- A. Craig Mason Jr. May 5, 1998
Signature Date
- A. Craig Mason Jr. Assistant Secretary
Typed or printed name Title



Texas Department of Insurance

333 Guadalupe Street P.O. Box 149104 Austin, Texas 78714-9104
512/463-6169

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the original charter documents for INTEGON LIFE INSURANCE CORPORATION, Dallas, Texas, consisting of seven (7) pages. I further certify that such documents are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 10th day of June, 1997.

ELTON BOMER
COMMISSIONER OF INSURANCE

BY: Cindy Thurman
Cindy Thurman
Admissions Officer
Insurer Services Division
Order No. 96-1276

No. 97-0410

OFFICIAL ORDER
of the
COMMISSIONER OF INSURANCE
of the
STATE OF TEXAS
AUSTIN, TEXAS

Date: APR 30 1997

Subject Considered:

INTEGON LIFE INSURANCE CORPORATION
Raleigh, North Carolina
TDI No. 02-43475

REDOMESTICATION
AND CERTIFICATE OF AUTHORITY

DOCKET NO. R-97-0338

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, the application of INTEGON LIFE INSURANCE CORPORATION, Raleigh, North Carolina, to redomesticate and to amend its Certificate of Authority to change its home office from Raleigh, North Carolina, to Dallas, Texas.

Pursuant to TEX. INS. CODE ANN. art. 1.38, evidence has been submitted that INTEGON LIFE INSURANCE CORPORATION has amended its Certificate of Incorporation by restatement and changed the home office of the Company from Raleigh, North Carolina to Dallas, Texas. The Commissioner of the Department of Insurance of the State of North Carolina will approve such redomestication.

THEREFORE, based upon the representations made by INTEGON LIFE INSURANCE CORPORATION and upon recommendation by staff, the Commissioner of Insurance finds that the redomestication of INTEGON LIFE INSURANCE CORPORATION should be, and is hereby approved.

97-0410

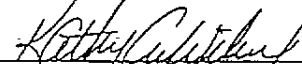
COMMISSIONER'S ORDER
INTEGON LIFE INSURANCE CORPORATION
PAGE 2 of 2

It is also ORDERED that the name INTEGON LIFE INSURANCE CORPORATION be changed to include the words "Insurance Company" as provided by TEX. INS. CODE ANN. art. 3.02 § 1(a)2, not later than April 30, 1998.


Further, it is ORDERED that the Certificate of Authority No. 10989, dated December 1, 1995, issued to INTEGON LIFE INSURANCE CORPORATION, Raleigh, North Carolina, be, and the same is hereby canceled and that an amended Certificate of Authority be issued to INTEGON LIFE INSURANCE CORPORATION, Dallas, Texas.

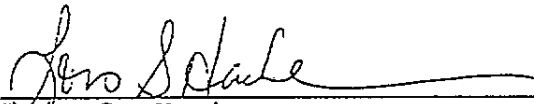
ELTON BOMER
COMMISSIONER OF INSURANCE

BY:


Kathy A. Wilcox
Director
Insurer Services
Order 94-0580

Recommended By:


Cindy Thurman
Admissions Officer
Insurer Services


Lois S. Hanke
Assistant Admissions Officer
Insurer Services

ARTICLES OF REDOMESTICATION
AND
ARTICLES OF INCORPORATION
OF
INTEGON LIFE INSURANCE CORPORATION

Pursuant to Article 1.38 of the Texas Insurance Code, the undersigned individuals, being citizens of the State of Texas and acting as incorporators, do hereby submit these Articles of Redomestication and Articles of Incorporation, and certify the following:

1. The name of the corporation (hereinafter referred to as the "corporation") is INTEGON LIFE INSURANCE CORPORATION.

2. The corporation was incorporated as The Security Life and Trust Company in the State of North Carolina on March 11, 1920. On November 3, 1954, Bankers Loan Insurance Company, a domestic Florida life insurance corporation, was merged with The Security Life and Trust Company, with The Security Life and Trust Company being the surviving company. On December 11, 1969, The Security Life and Trust Company changed its name to Integon Life Insurance Corporation, and on May 10, 1976, Jackson Life Insurance Company, an Arkansas domestic life insurance corporation, was merged with and into Integon Life Insurance Corporation, with Integon Life Insurance Corporation being the survivor corporation.

3. The Amended and Restated Articles of Incorporation set forth herein restates, integrates and amends the Articles of Incorporation of the corporation by entitling same as Amended and Restated Articles of Incorporation, changing the corporation's home office, limiting the liability of the directors of the corporation, reducing the corporation's authorized shares of capital stock, and further conforming such Articles of Incorporation to the requirements of the Texas Insurance Code.

4. Effective upon the date of the issuance of these Articles of Redomestication and Articles of Incorporation by and under the seal of the Department of Insurance of the State of Texas, the corporation hereby changes its domicile from the State of North Carolina to the State of Texas, and hereby adopts the Amended and Restated Articles of Incorporation set forth herein.

5. Upon the taking of effect of these Articles of Redomestication and Articles of Incorporation, the corporation shall be and continue to be possessed of all privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the State of Texas; and all privileges, franchises and powers belonging to said corporation, and all property, real, personal and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, policy forms and rates, outstanding insurance policies, capital structure, and all choices in action, shall be and the same hereby are, ratified, approved,

confirmed and assured to the corporation, with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Texas. Without limitation to the foregoing, the corporation shall be given recognition as a domestic company of the State of Texas pursuant to Article 1.38 of the Texas Insurance Code, from and after March 11, 1920, the date of incorporation in the State of North Carolina.

6. These Articles of Redomestication and Articles of Incorporation were duly adopted and approved by unanimous written consent of the Board of Directors of the corporation and by the stockholders of the corporation entitled to vote thereon.

7. The text of the Articles of Incorporation of the corporation is amended and restated to read as herein set forth in full.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

INTEGON LIFE INSURANCE CORPORATION

ARTICLE ONE

The name and residence of each of the incorporators is as follows:

<u>Name</u>	<u>Residence</u>
Joe W. Dunlap	Route 1, Box 50 Mt. Calm, Texas 76673
S. Lanny Peavy	832 Deer Ridge Waco, Texas 76712
Darla A. Schaffer	249 Cross Country Drive Hewitt, Texas 76643

ARTICLE TWO

The name of the corporation (hereinafter referred to as the "corporation") is Integon Life Insurance Corporation.

ARTICLE THREE

The location of the home office of the corporation shall be Dallas, Texas.

ARTICLE FOUR

The purposes for which the corporation is organized are for the transaction of any and all kinds, classes, types and forms of life, accident and health, credit life, and credit accident and health insurance, annuity contracts of every type and combinations of any two or more of such insurance business as is now or hereafter permitted and authorized under the laws of the State of Texas, the District of Columbia, or any state, nation, country, territory, possession or principality in which the corporation is authorized to do business; to reinsure any such risk or any part thereof ceded to it by other insurance companies; to hold and own one or more insurance subsidiaries; and the transaction of any and all lawful business not inconsistent with the purposes enumerated herein.

The foregoing clause shall be construed as powers as well as purposes. The enumeration herein of specific purposes and powers shall not be held to limit or restrict in any way the general purposes and powers of the corporation. The matters specified in such clause shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of any other Article of these Articles of Incorporation, but the purposes and powers specified in the foregoing clause of this Article shall be regarded as independent purposes and powers.

ARTICLE FIVE

The period of duration of the corporation is perpetual.

ARTICLE SIX

The aggregate number of shares which the corporation shall have authority to issue is five million (5,000,000), all of which are of one class and two dollars and fifty cents (\$2.50) par value.

ARTICLE SEVEN

Shareholders of the corporation shall have no preemptive right to acquire additional, unissued, or treasury shares of the corporation.

ARTICLE EIGHT

No holder of any class of shares of the corporation shall be entitled to cumulate his votes at any election of directors.

ARTICLE NINE

A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except to the extent otherwise expressly provided by the Texas Miscellaneous Corporation Laws Act and/or the Texas Business Corporation Act, as such statutes now exist or may hereafter be amended. Any repeal or modification of this paragraph by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

ARTICLE TEN

The corporation shall indemnify and may provide indemnity insurance for each director, officer or employee of the corporation to the fullest extent permitted by law.

ARTICLE ELEVEN

Any action required by Texas Business Corporation Act to be taken at an annual or special meeting of shareholders, or any action which may be taken at an annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken shall be signed by the holder or holders of shares having not less than a minimum number of votes that would be necessary to take such action at a meeting which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE TWELVE

The post office address of the initial registered office of the corporation in the State of Texas is Integon Life Insurance Corporation, 500 North Akard Street, Dallas, Texas 75221-2699, Attention: General Counsel.

ARTICLE THIRTEEN

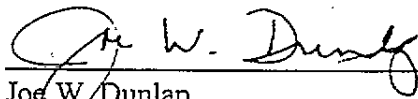
The number of directors constituting the initial Board of Directors of the corporation is five (5) and the name and address of the persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Glenn H. Gettier	500 North Akard Street Dallas, Texas 75221
John T. Hull	500 North Akard Street Dallas, Texas 75221
James A. Mallon	2610 Wycliff Road Raleigh, North Carolina 27607
James P. McDermott	3 Bethesda Metro Center, Suite 1600 Bethesda, Maryland 20814
Scott D. Silverman	3 Bethesda Metro Center, Suite 1600 Bethesda, Maryland 20814

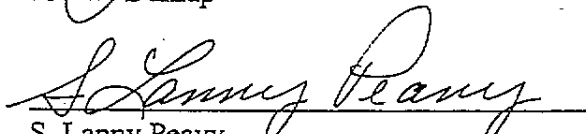
ARTICLE FOURTEEN

From time to time, any of the provisions of these Articles of Incorporation may be amended, altered or repealed and other provisions authorized by the laws of the State of Texas at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all contracts and rights at any time conferred upon the shareholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

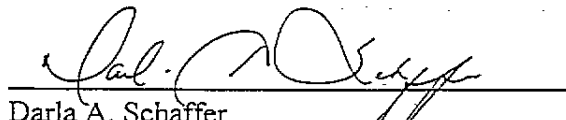
IN WITNESS WHEREOF, the undersigned have hereunto affixed their hands as incorporators this 27th day of March, 1997.



Joe W. Dunlap



S. Lanny Peavy



Darla A. Schaffer



Texas Department of Insurance

333 Guadalupe Street P.O. Box 149104 Austin, Texas 78714-9104
512/463-6169

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of Amendment To The Articles of Incorporation of INTEGON LIFE INSURANCE CORPORATION, Dallas, Texas consisting of two (2) pages. I further certify that such documents are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 8th day of May, 1998.

ELTON BOMER
COMMISSIONER OF INSURANCE

BY: 

M.J. (Mike) Arendall, Admissions Officer
Insurer Services Division
Order No. 96-1276

No. 98-0487

OFFICIAL ORDER
of the
COMMISSIONER OF INSURANCE
of the
STATE OF TEXAS
AUSTIN, TEXAS

Date: APR 30 1998

Subject Considered:

INTEGON LIFE INSURANCE CORPORATION
Dallas, Texas
TDI No. 01-43475

AMENDMENT TO THE ARTICLES OF INCORPORATION
DOCKET NO. R-98-0000

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, the application of INTEGON LIFE INSURANCE CORPORATION, Dallas, Texas, for approval of an amendment to the Articles of Incorporation changing its name from INTEGON LIFE INSURANCE CORPORATION to SECURITY LIFE AND TRUST INSURANCE COMPANY and for a Certificate of Authority evidencing such change. Since the amendment to the Articles of Incorporation involves only a change of name, a hearing is not required by law.

Action by INTEGON LIFE INSURANCE CORPORATION as required and permitted by TEX. INS. CODE ANN. art. 1.14 and art. 3.05, has been evidenced to the Commissioner of Insurance. The amendment is properly supported by the required documents, which evidence that the name SECURITY LIFE AND TRUST INSURANCE COMPANY, is not so similar of that of any other insurance company as to be likely to mislead the public. The name change endorsement for SECURITY LIFE AND TRUST INSURANCE COMPANY, Dallas, Texas, Form No. SLT/ILIC has been filed with the Life/Health Group Division.

Based upon the evidence submitted, it is hereby ORDERED by the Commissioner of Insurance, that such amendment be, and the same is hereby, approved. It is further ORDERED that a Certificate of Authority be issued to SECURITY LIFE AND TRUST INSURANCE COMPANY, Dallas, Texas, evidencing the change effected by the amendment and that thereupon the prior Certificate of Authority No. 11497, dated April 30, 1997, be canceled.

ELTON BOMER
COMMISSIONER OF INSURANCE

BY: Kathy A. Wilcox
Kathy A. Wilcox, Director
Insurer Services
Order 94-0580

Recommended by:

Lori Cottingham
Lori Cottingham, Insurance Specialist
Insurer Services

AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SECURITY LIFE AND TRUST INSURANCE COMPANY
(formerly Integon Life Insurance Corporation)

Pursuant to Article 3.05 of the Texas Insurance Code and Article 4.07 of the Texas Business Corporation Act, the undersigned corporation adopts the following Amendment to its Amended and Restated Articles of Incorporation:

Article Two is hereby is hereby amended to read as follows:

The name of the corporation (hereinafter referred to as the "corporation") is SECURITY LIFE AND TRUST INSURANCE COMPANY.

Article Twelve is hereby amended to read as follows:

The post office address of the registered office of the corporation is Security Life and Trust Insurance Company, P.O. Box 139047, Dallas, Texas 75313-9047, Attn: General Counsel.

This Amendment to the Amended and Restated Articles of Incorporation was adopted on February 28, 1998, by written consent of the sole shareholder holding all 2,542,500 shares of issued and outstanding stock of the Corporation to be effective April 30, 1998.



David A. Leonard, Vice President,
General Counsel and Secretary