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August 6, 1998

The Honorable Sandra B. Mortham
Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000002611940--4
-08/10/98--01089--006
*****43.75 *****43.75

Attention: Amendment Section

Re: Loyal American Life Insurance Company

Dear Secretary Mortham:

Loyal American Life Insurance Company (the "Company") changed its state of domicile from the state of Alabama to the state of Ohio.

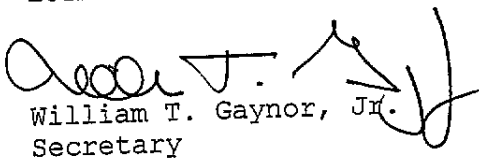
In light of the foregoing, please find enclosed the following items:

1. A duly completed Application to file Amendment to Application for Authorization to Transact Business in Florida;
2. A certified copy of the Company's Articles of Incorporation and Redomestication; and
3. Our check in the amount of \$43.75 in payment of the fees associated with this filing.

Please process this filing in your usual manner and send an acknowledgement to the undersigned in due course. Moreover, please send us a current Certificate of Status.

We trust you will find this submission in order, but please do not hesitate to contact the undersigned if you have any questions or if further formalities are required.

Very truly yours,
LOYAL AMERICAN LIFE INSURANCE COMPANY


William T. Gaynor, Jr.
Secretary

/wtg

enclosures

FILED
98 AUG 10 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
LFT
9-1-98



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.)

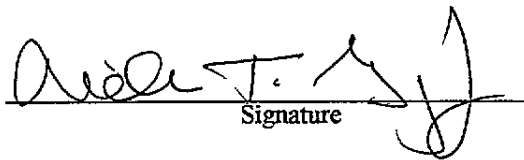
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. Loyal American Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Ohio (Formerly Alabama) 3. August 5, 1964
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? N/A
5. N/A
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
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.
Ohio
New Jurisdiction


Signature

AUG 04 1998
Date

William T. Gaynor, Jr.
Typed or printed name

Vice President, General
Counsel and Secretary
Title

06127-0803

APPROVED

ARTICLES OF INCORPORATION AND REDOMESTICATION

OF

LOYAL AMERICAN LIFE INSURANCE COMPANY

98016257101

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Preamble

On May 18, 1955 LOYAL AMERICAN LIFE INSURANCE COMPANY, was incorporated under the laws of the State of Alabama. The Company's original name was "LOYAL AMERICAN LIFE INSURANCE CO., INC." On June 1, 1964, the Company's name was changed to "LOYAL AMERICAN LIFE INSURANCE COMPANY." The redomestication of the Company from Alabama to Ohio is subject to approval by the Superintendent of Insurance pursuant to OHIO REVISED CODE Section 3913.31.

The undersigned, who is a citizen of the United States, does hereby certify:

ARTICLE 1. The name of the Company shall be Loyal American Life Insurance Company.

ARTICLE 2. The place in Ohio where its principal office is located is Cincinnati, Hamilton County, Ohio.

ARTICLE 3. The purposes for which it is formed are:

- (a) To make insurance upon the lives of individuals, and to transact every type of insurance allowed by Section 3911.01 of the OHIO REVISED CODE.
- (b) To invest and reinvest its capital, surplus and accumulations in such investments as may now or in the future be permitted by laws as investments of legal reserve life insurance companies.
- (c) To do all things necessary and proper to carry out the above purposes and to possess and have the right to exercise all powers and rights now or hereafter conferred by law upon domestic legal reserve life insurance companies under the laws of the State of Ohio.

ARTICLE 1. All corporate powers of the Company shall be exercised by the Board of Directors and the Officers selected by the Board of Directors.

ARTICLE 5. The number of Directors shall not be less than five (5) nor more than fifteen (15) with the number of Directors to be elected at any meeting of Stockholders to be fixed by the Stockholders at said meeting.

ARTICLE 6. This Company shall have such Officers as may from time to time be fixed by the Board of Directors. All Officers shall hold office for a term of one year unless sooner removed by the Board of Directors.

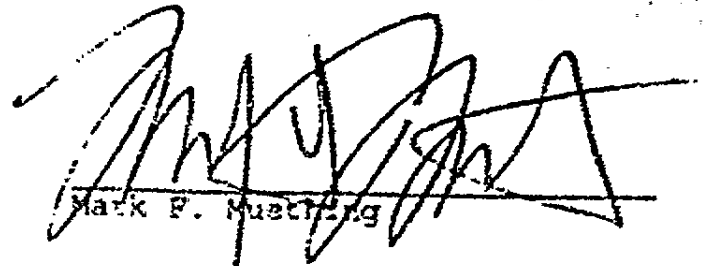
ARTICLE 7. Vacancies among Directors shall be filled by a majority vote of the remaining Directors, and the succeeding Directors shall fill the unexpired term of the Director he is replacing. Vacancies among Officers shall be filled by the President. The succeeding officer shall serve until the next annual meeting.

ARTICLE 8. The total number shares which the Company shall be authorized to have outstanding shall be 2,500. All of the shares shall be Common Stock with a par value of \$3,000 per share.

ARTICLE 9. No holder of any shares of the Company shall have any preemptive rights to subscribe for or to purchase any shares of the Company or any class whether such shares or such class be now or hereafter authorized or to purchase or subscribe for securities convertible into or exchangeable for shares of any class or to which shall be attached or appertained any warrants or rights entitling the holder thereof to purchase or subscribe for shares of any class.

ARTICLE 10. These Articles of Incorporation and Redomestication supersede and replace the current Certificate of Incorporation of Loyal American Life Insurance Company currently on file with the Secretary of State of Alabama.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 2nd day of October, 1937.


Mark F. Muehlberg

06127-0311



Attorney General
Betty D. Montgomery

27 1997

December 23, 1997

Mark F. Muething
American Annuity Group, Inc.
P.O. Box 120
Cincinnati, OH 45201

Re: Loyal American Life Insurance Company

Dear Mr. Muething:

Enclosed are your original documents presented to the Department of Insurance, the Department's preclearance letters, and the Attorney General's approval letters. It is your responsibility to effect the filing with the Secretary of State.

Sincerely,

BETTY D. MONTGOMERY
Attorney General

A handwritten signature in black ink, appearing to read "Scott Myers".

SCOTT MYERS
Assistant Attorney General
Health and Human Services Section
30 E. Broad Street, 26th Fl.
Columbus, Ohio 43215-3428
(614) 466-8600

SM:mnw
Enclosures

cc: Carol S. Schaefer

1/7/98



0815-4512

Attorney General
Betty D. Montgomery

December 23, 1997

The Honorable Robert Taft
Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43215

ATTN: KATHIE MCCLURG
OFFICE MANAGER

Re: Loyal American Insurance Company

Dear Sir:

I have reviewed the October 22, 1997 Articles of Incorporation for Loyal American Life Insurance Company, as well as the accompanying Certificate of Resolution. I have consulted with the Ohio Department of Insurance which has expressed its approval of the amendment in question.

Based upon my examination of the articles and my review of the relevant statutes, I find the amendment to be in accordance with the constitution and laws of the State of Ohio and of the United States.

Sincerely,

BETTY D. MONTGOMERY
Attorney General

SCOTT MYERS
Assistant Attorney General
Health and Human Services Section
30 E. Broad Street, 26th Flr.
Columbus, Ohio 43215-3728
(614) 465-8600

SM:mow
Enclosures

cc: Mark F. Muething
Carol S. Schaefer

12/23/97

05107-0913

State of Ohio

Department of Insurance

2100 State Court Columbus, Ohio 43215-1087

George V. Yount
Governor

Harold T. Dwyer
Director

(614) 644-2640

December 19, 1997

Scott Meyers
Office of the Attorney General
Health & Human Services Section
30 E BROAD ST 26th FL
COLUMBUS, OH 43215

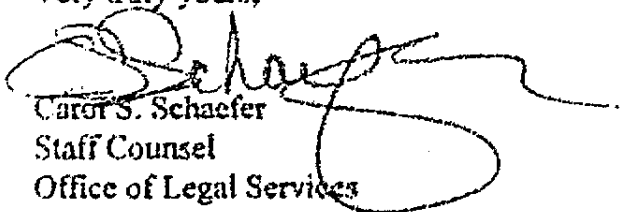
Re: Loyal American Life Insurance Company,
Articles of Incorporation and Redomestication

Dear Mr. Meyers:

Enclosed please find originally executed certifications of the resolutions approving the articles of incorporation and redomestication for the above-referenced life insurance company.

Based upon my review, the Department extends its preclearance to the articles of incorporation and redomestication, whereby the company will change its state of domicile from Alabama to Ohio.

Very truly yours,


Carol S. Schaefer
Staff Counsel
Office of Legal Services

UNITED STATES OF AMERICA, *CP1496*
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, BOB TAFT, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 5 pages, as taken from the original record now in my official custody as Secretary of State.



WITNESS my hand and official seal at
Columbus, Ohio, this 23rd day of
July A.D. 1922

Bob Taft

BOB TAFT
Secretary of State

By: *[Signature]*

NOTICE: This is an official certification only when reproduced in red ink