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Carol Curnes, Legal Department
The Guidant Financial Group, Inc.
P.O. Box 65721
West Des Moines, IA 50265-0721

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FEB 8 1999

Examiner's Initials **TLL**

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)

1. Guidant Mutual Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Iowa incorporated under laws of
3. 3/1/58 Date authorized to do business in Florida

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TALLAHASSEE, FLORIDA

SECTION II

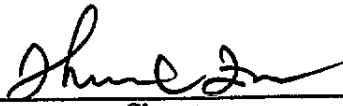
(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 1/22/99 approval for 2/1/99 effective date
5. GuideOne Mutual Insurance Company
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.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature
Thomas C. Farr
Typed or printed name

1/28/99 Date
Secretary Title

69629

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IOWA

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AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
GUIDANT MUTUAL INSURANCE COMPANY

523994 AMEN60 #3.00 SFO

NOW, on this 28th day of January, 1999, at the regularly scheduled Annual Meeting of the members of Guidant Mutual Insurance Company, at which a quorum of the members were present, either in person or by proxy, the following amendments, after having been first duly recommended for adoption by the Board of Directors of the Company, were adopted by majority vote:

Article I shall read: "The name of the corporation shall be GuideOne Mutual Insurance Company."

Article V, Section 2(21) shall read: "To consolidate or merge with any other corporation. Any such consolidation or merger shall be effective upon an affirmative vote of two-thirds (2/3) of the members present and voting."

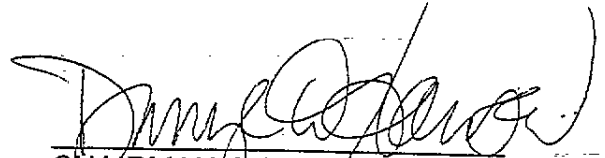
Article VIII, Section 18 shall read: "The personal liability of the Directors of the Corporation is hereby eliminated with respect to any claim by the corporation or its members for monetary damages for breach of fiduciary duty as a director, except that this limitation shall not apply to any breach of the director's duty of loyalty to the corporation or its members, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for a transaction from which the director derives an improper personal benefit."

Article VIII shall have a new Section 19, which reads: "By a two-thirds (2/3) vote of the entire Board, the Board of Directors may remove any Director from office for cause and the Board shall have the power to fill such vacancy as provided in these Articles of Incorporation."

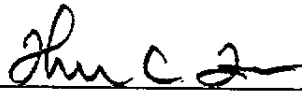
Article X shall read: "The private property of the members, directors and other officers, agents, employees and managers of this Company or corporation shall in no case be liable for the corporate debts, obligations and undertakings, but shall be exempt therefrom."

Article XI shall read: "These Articles of Incorporation may be amended upon the affirmative vote of a majority of the members present in person or by proxy at any annual meeting or any special meeting called for that purpose, upon proper notice. The amendment shall be binding upon all members of the company."

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CHAIRMAN OF THE BOARD

ATTEST:


SECRETARY

**CERTIFICATE OF APPROVAL
ATTORNEY GENERAL**

Pursuant to provisions of the Iowa Code, the undersigned approves the Amendment to the Articles of Incorporation (adopted January 28, 1999) for Guidant Mutual Insurance Company and finds them in conformance with the laws of the United States and with the laws and Constitution of the State of Iowa.

THOMAS J. MILLER
Attorney General of Iowa

1-29-99
Date

By: Scott M. Galenbeck
SCOTT M. GALENBECK
Assistant Attorney General

**CERTIFICATE OF APPROVAL
COMMISSIONER OF INSURANCE**

Pursuant to the provisions of the Iowa Code, the undersigned approves the Amendment to the Articles of Incorporation (adopted January 28, 1999) for Guidant Mutual Insurance Company.

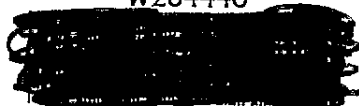
THERESE M. VAUGHAN
Commissioner of Insurance

1-29-99
Date

Robert L. Howe
ROBERT L. HOWE
Deputy Commissioner of Insurance

FILED
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SECRETARY OF STATE

1-29-99
8:42 AM
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STATE OF IOWA
Secretary of State Office # 8909

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning 29th day of January 1999 to and including the date below.

DATED January 29 1999

Chris J. Byrum
Secretary Of State

BY: Mona Lisa 4/23

