

818908



CONSECO.

CONSECO SERVICES L.L.C.
11825 N. Pennsylvania Street
P.O. Box 1911

December 21, 1998 Carmel, Indiana 46032

Amendment Section
Division of Corporation
PO BOX 6327
Tallahassee, FL 32314

300002723773--1
-12/28/98--01119--014
*****52.50 *****52.50

RE: Great American Reserve Insurance Company Name Change to Conseo Variable
Insurance Company

Dear Sir/Madam:

Please find the following documentation enclosed to amend the name on the Certificate of Status
to reflect the above referenced name change:

1. Application by Foreign Not For Profit Corporation to File Amendment to Application for Conducting Affairs in Florida;
2. Certified copy of the Amended and Restated Articles of Incorporation;
3. A check in the amount of \$52.50 (\$35.00 Filing Fee, \$17.50 for two Certificate of Status)

Thank you for your help. If any further documentation is required please contact me at the number listed below.

Sincerely,

Holley J. Schwab
Legal Assistant
Phone: (317)817-6931
Fax: (317)817-2559

Enclosure

N/c

VS JAN 8 1999

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. Great American Reserve Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Texas 3. 2/8/37
Incorporated under laws of Date authorized to do business in Florida

98 DEC 28 PM 1:26
FILED
SECRETARY OF STATE
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? 10/7/98
5. Conseco Variable 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

12/21/98
Date

Michael A. Colliflower
Typed or printed name

Ast. Secretary, SVP (Legal)
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 documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Amendment to the Articles of Incorporation for CONSECO VARIABLE INSURANCE COMPANY, Amarillo, Texas, along with Commissioner Order No. 98-1144, dated October 7, 1998, altogether consisting of three (3) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 12th day of November, 1998.

ELTON BOMER
COMMISSIONER OF INSURANCE

BY: _____


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

No. 98-1144

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

Date: OCT 07 1998

Subject Considered:

GREAT AMERICAN RESERVE INSURANCE COMPANY
Amarillo, Texas
TDI No. 01-35200

AMENDMENT TO THE ARTICLES OF INCORPORATION
DOCKET NO. R-98-0879

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, the application of GREAT AMERICAN RESERVE INSURANCE COMPANY, Amarillo, Texas, for approval of an amendment to the Articles of Incorporation changing its name from GREAT AMERICAN RESERVE INSURANCE COMPANY to CONSECO VARIABLE 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 GREAT AMERICAN RESERVE INSURANCE COMPANY 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 CONSECO VARIABLE 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 CONSECO VARIABLE INSURANCE COMPANY, Amarillo, Texas, Form No. CVIC-7000 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 CONSECO VARIABLE INSURANCE COMPANY, Amarillo, Texas, evidencing the change effected by the amendment and that thereupon the prior Certificate of Authority No. 9474, dated December 31, 1990, be canceled.

ELTON BOMER
COMMISSIONER OF INSURANCE

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

Recommended by:

Jose Flores
Jose Flores, Insurance Specialist
Insurer Services

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
GREAT AMERICAN RESERVE INSURANCE COMPANY

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act and Article 3.05 of the Insurance Code of Texas, Great American Reserve Insurance Company (herein after referred to as the "Company") adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The following amendment to the Articles of Incorporation was adopted by the sole shareholder of the Company pursuant to a Written Consent dated June 3, 1998:

RESOLVED, that Article One of the Articles of Incorporation of the Company be amended to read as follows:

"ARTICLE ONE

The name of the corporation shall be Conseco Variable Insurance Company."

ARTICLE TWO

The total number of shares of the Company outstanding at the time of such adoption was one million forty-three thousand five hundred sixty-five (1,043,565) and the number of shares entitled to vote thereon was one million forty-three thousand five hundred sixty-five (1,043,565).

ARTICLE THREE

The holder of all of the one million forty-three thousand five hundred sixty-five (1,043,565) shares outstanding and entitled to

vote on said amendment has signed a consent in writing voting for said amendment. No votes were cast against said amendment.

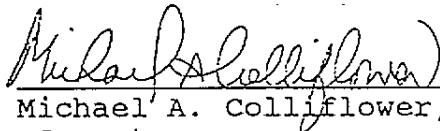
IN WITNESS WHEREOF, the undersigned officer executes these Articles of Amendment to the Articles of Incorporation of Great American Reserve Insurance Company, this 15th day of June 1998.

GREAT AMERICAN RESERVE INSURANCE
COMPANY



Thomas J. Kilian, President

Attest:

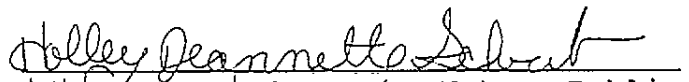


Michael A. Colliflower, Assistant
Secretary

STATE OF INDIANA.)
)
COUNTY OF HAMILTON)

Before me, a Notary Public in and for said County and State personally appeared Thomas J. Kilian, President, and Michael A. Colliflower, Assistant Secretary, of Great American Reserve Insurance Company who acknowledge the execution of the foregoing instrument, and who, having been duly sworn, stated that any representations contained therein are true.

Witness my hand and Notarial Seal this 15th day of June, 1998.



Holly Deannette Schuch, Notary Public
Residing in Marion County, IN
Commission Expires 6/22/99