

855552

KERRY E. ZOOK
DIRECT (317) 237-1183
e-mail: kezook@bakerd.com

INDIANAPOLIS
FORT WAYNE
SOUTH BEND
ELKHART
WASHINGTON, D.C.
QINGDAO, P.R. CHINA

September 13, 1999

Florida Department of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002986926--4
-09/14/99-01057-004
*****52.50 *****52.50

Re: Amending Vencor Insurance Company's Foreign Company
Registration to Reflect a Name Change

Dear Sirs:

FILED
99 SEP 14 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I am writing on behalf of Vencor Insurance Company (the "Company") for two purposes: (1) amend the Company's Florida registration to reflect the Company's recent name change to "Great Lakes Life & Health Insurance Company," and (2) obtain two Florida Certificates of Status in the Company's new name.

I. Amending the Company's Name.

On July 13, 1999, the Company amended and restated its Articles of Incorporation to, among other things, change its name to "Great Lakes Life & Health Insurance Company." Pursuant to Indiana law, the Indiana Department of Insurance, the Indiana Attorney General, and the Indiana Secretary of State approved these Second Amended and Restated Articles of Incorporation, and therefore, effective July 29, 1999, the Company's legal name became Great Lakes Life & Health Insurance Company.

Consequently, the Company's Florida foreign company registration needs to be amended to reflect the Company's new name. Pursuant to the requirements listed in your office's letter to my paralegal, I have enclosed the following items to amend the Company's name on its Florida registration:

1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, signed by the Company's president;
2. One copy of the Company's Second Amended and Restated Articles of Incorporation certified by the Indiana Department of Insurance;

N/C

V. SHEPARD SEP 21 1999

September 13, 1999

3. A Certificate of Compliance issued by the Indiana Department of Insurance; and
4. A check for \$52.50 payable to the Florida Department of State.

II. Florida Certificates of Status.

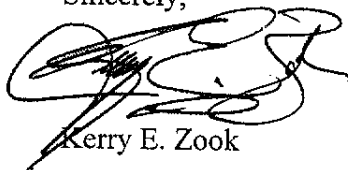
As part of the Company's required filings with the Florida Department of Insurance, we need to obtain two Florida Certificates of Status from your office that show the Company's new name and old name. Therefore, once you have amended the Company's registration to reflect its new name, please send two Certificates of Status to me at:

Kerry E. Zook, Esq.
Baker & Daniels
300 North Meridian Street, Suite 2700
Indianapolis, Indiana 46204

\$17.50 of the \$52.50 check I have enclosed is intended to cover your office's fee for obtaining these two Certificates of Status.

Thank you for your time and attention to these matters. If you have any questions or need additional information, please do not hesitate to call me at (317) 237-1183 or Kevin Griffith at (317) 237-1179.

Sincerely,



Kerry E. Zook

KEZ/lvs
Enclosures

Federal Express

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.)

FILED
99 SEP 14 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. Vencor Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Indiana Incorporated under laws of
3. February 16, 1983
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? July 29, 1999
5. Great Lakes Life & Health 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.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

C. Richard Seitz
Signature

September 8, 1999
Date

C. RICHARD SEITZ
Typed or printed name

PRESIDENT
Title

Certificate of Similarity
11-9-33

INSURANCE DEPARTMENT
STATE OF INDIANA
office of
COMMISSIONER OF INSURANCE

Indianapolis, Indiana August 4, 1999

I, Sally McCarty, Commissioner of Insurance of the state of Indiana, do hereby certify that I have caused to have compared the annexed copy of the **Articles of Amendment and Restatement of the Articles of Incorporation of Great Lakes Life & Health Insurance Company (F/K/A/ Vencor Insurance Company)**, dated July 29, 1999 with the original on file at this Department and find the same to be a correct transcript of the whole of said original.

In witness whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.



Sally McCarty

Insurance Commissioner

APPROVED
FILED
SECRETARY OF STATE

APPROVED

DEPARTMENT OF INSURANCE

ARTICLES OF AMENDMENT AND RESTATEMENT

OF THE

ARTICLES OF INCORPORATION

OF

VENCOR INSURANCE COMPANY

an Indiana Stock Insurance Company

JUL 29 1999

STATE OF INDIANA

INSURANCE COMMISSIONER

Vencor Insurance Company (hereinafter referred to as the "Corporation"), duly existing under the Indiana Insurance Law and desiring to give notice of corporate action effectuating a second amendment and restatement of its Articles of Incorporation, sets forth the following facts:

Article I
Amendment and Restatement of the
Articles of Incorporation

Section 1. The Corporation was incorporated on May 20, 1982.

Section 2. The name of the Corporation following this amendment and restatement will be Great Lakes Life & Health Insurance Company.

Section 3. Upon the effectiveness of these Articles of Amendment and Restatement, the Corporation's Articles of Incorporation shall be amended and restated in their entirety in the form attached hereto and marked "Exhibit A" (the "New Articles").

Article II
Effective Date

The effective date of the New Articles shall be the date of filing of these Articles of Amendment and Restatement with the office of the Indiana Secretary of State, or such other date as may be provided by law.

Article III
Manner of Adoption and Vote

Section 1. Action by Directors. The Board of Directors of the Corporation, acting by unanimous written consent dated July 13, 1999, in lieu of a board meeting, adopted resolutions (1) approving the New Articles, (2) recommending that the Corporation's sole shareholder approve the New Articles, (3) directing that the New Articles be submitted to the vote of the sole shareholder at a special meeting of the sole shareholder, and (4) calling a special meeting of the sole shareholder to vote on the New Articles.

99 JUL 30 PM 3:58
SUE ANNE GILRO
RECEIVED
CORPORATE SERVICES

Section 2. Action by Sole Shareholder. The sole shareholder of the Corporation, holding all 800 issued and outstanding shares of the Corporation's voting stock, acting by unanimous written consent dated July 13, 1999 in lieu of the special meeting called by the Board of Directors, adopted resolutions (1) approving and adopting the New Articles, and (2) waiving the notice and the holding of the special meeting of the shareholder called by the Board of Directors.


Section 3. Compliance with Legal Requirements. The manner of the adoption of the New Articles and the written consents by which it was adopted constitute full legal compliance with the provisions of the Indiana Insurance Law and the Corporation's Articles of Incorporation and Bylaws.

IN WITNESS WHEREOF, the undersigned officer of the Corporation executed these Articles of Amendment and Restatement of the Articles of Incorporation of Vencor Insurance Company and certifies to the truth of the facts herein stated, this 14th day of July, 1999.

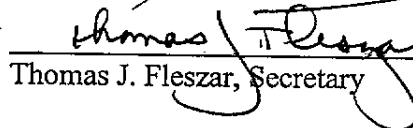
VENCOR INSURANCE COMPANY



C. Richard Seitz, President



Mack B. Solomon, Jr., Treasurer



Thomas J. Fleszar, Secretary

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the foregoing State, hereby certify that C. Richard Seitz, Mack B. Solomon, Jr., and Thomas J. Fleszar, respectively the President, Treasurer, and Secretary of Vencor Insurance Company, personally appeared before me, acknowledged execution of the foregoing Articles of Amendment and Restatement to the Articles of Incorporation and swore to the truth of the facts therein contained.

WITNESS my hand and Notarial Seal this 14th day of July, 1999.

Cecilia Mattingly
Notary Public
Cecilia Mattingly
Name Printed

My County of Residence:
Marion

My Commission Expires:
12/9/2000

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GREAT LAKES LIFE & HEALTH INSURANCE COMPANY**

Great Lakes Life & Health Insurance Company (the "Corporation"), incorporated May 20, 1982, duly existing under the Indiana Insurance Law and desiring to amend and restate its Articles of Incorporation, submits the following Second Amended and Restated Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is Great Lakes Life & Health Insurance Company.

**ARTICLE II
ADDRESS AND REGISTERED AGENT**

Section 2.01. Location of Principal Office. The post office address of the Corporation's principal office at the time of the effectiveness of these Second Amended and Restated Articles of Incorporation is:

300 North Meridian Street
Suite 2700
Indianapolis, Indiana 46204-1782

Section 2.02. Registered Agent. The name and address of the Corporation's registered agent at the time of effectiveness of these Second Amended and Restated Articles of Incorporation is:

Kevin P. Griffith, Esq.
Baker & Daniels
300 North Meridian Street
Suite 2700
Indianapolis, Indiana 46204-1782

discretion of the Board, filled by a majority vote of the remaining Directors (whether or not a quorum) or left unfilled until the next annual meeting of shareholders. If the Directors fill such a vacancy, the new Director shall serve until the next annual meeting of the shareholders. The failure of the Board of Directors or the shareholders to fill one or more vacancies on the Board of Directors or to elect a full Board of Directors shall not in any way prevent or restrict the Board of Directors from exercising the powers of the Corporation or from directing its business and affairs.

Section 8.03. Removal of Directors. A Director may be removed, with or without cause, only at a meeting of the shareholders or Directors called expressly for that purpose. Removal by the shareholders requires an affirmative vote of the shareholders representing at least a majority of all the votes then entitled to be cast at an election of Directors. Removal by the Board of Directors requires an affirmative vote of at least two-thirds of all Directors. No Director may be removed except as provided in this Section.

Section 8.04. Bylaws. The Board of Directors shall have the exclusive power to make, alter, amend, or repeal or to waive provisions of the Bylaws of the Corporation, in the manner provided by the Bylaws.

ARTICLE IX SHAREHOLDER MEETINGS

Section 9.01. Shareholder Meetings. All meetings of shareholders shall be held at such place, within or outside of the State of Indiana, as may be specified in the Bylaws of the Corporation, as from time to time in effect, or as may be designated by the Board of Directors or the Officer of the Corporation calling the meeting.

Section 9.02. Voting Rights. Every shareholder of the Corporation shall have the right, at every shareholder meeting, to one vote for each share outstanding in his name on the books of the Corporation. Voting for directors shall not be cumulative.

ARTICLE X INDEMNIFICATION

Section 10.01. Indemnification. The Corporation shall indemnify every Eligible Person (certain capitalized terms used in this Article are defined in Section 10.02) against all Liability and Expense that may be incurred by him or her in connection with or resulting from any Claim to the fullest extent authorized or permitted by the Indiana Insurance Law, as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), or otherwise consistent with the public policy of the State of Indiana. In furtherance of the foregoing, and not by way of

- (a) approve indemnification of any Eligible Person to the fullest extent authorized or permitted by the provisions of applicable law or otherwise consistent with the public policy of the State of Indiana, whether on account of past or future transactions, and
- (b) authorize the Corporation to purchase and maintain insurance on behalf of any Eligible Person against any Liability or Expense asserted against or incurred by him or her in such capacity or arising out of his or her status as an Eligible Person, whether or not the Corporation would have the power to indemnify him or her against such Liability or Expense.

Section 10.05. Contract. The provisions of this Article shall be deemed to be a contract between the Corporation and each Eligible Person, and an Eligible Person's rights hereunder shall not be diminished or otherwise adversely affected by any repeal, amendment, or modification of this Article that occurs subsequent to such person becoming an Eligible Person.

ARTICLE XI

AMENDMENT OF ARTICLES

Section 11.01. Amendment. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Second Amended and Restated Articles of Incorporation or in any amendment hereto or to add any provision to these Second Amended and Restated Articles of Incorporation or to any amendment hereto in any manner now or hereafter prescribed or permitted by the provisions of the Indiana Insurance Law as from time to time in effect or by the provisions of any other applicable statute of the State of Indiana. All rights conferred upon shareholders in these Second Amended and Restated Articles of Incorporation or any amendment hereto are granted subject to this reservation.



STATE OF INDIANA
OFFICE OF THE ATTORNEY GENERAL

INDIANA GOVERNMENT CENTER SOUTH, FIFTH FLOOR
402 WEST WASHINGTON STREET • INDIANAPOLIS, IN 46204-2770

JEFFREY A. MODISETT
ATTORNEY GENERAL

TELEPHONE (317) 232-6201

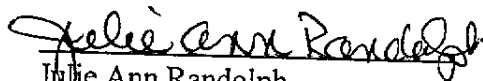
July 30, 1999

CERTIFICATION

I have examined the Articles of Amendment and Restatement of the Articles of Incorporation of Vencor Insurance Company which is changing its name to Great Lakes Life & Health Insurance Company, and I certify that they conform to the provisions of the Indiana Insurance Law and are not inconsistent with the State and Federal Constitutions.

Respectfully submitted,

JEFFREY A. MODISETT
Attorney General of Indiana
Atty No. 0014704-49


Julie Ann Randolph
Deputy Attorney General
Atty No. 14933-49

15981



STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

ARTICLES OF AMENDMENT

To Whom These Presents Come, Greeting:

WHEREAS, there has been presented to me at this office, Articles of Amendment for:

VENCOR INSURANCE COMPANY

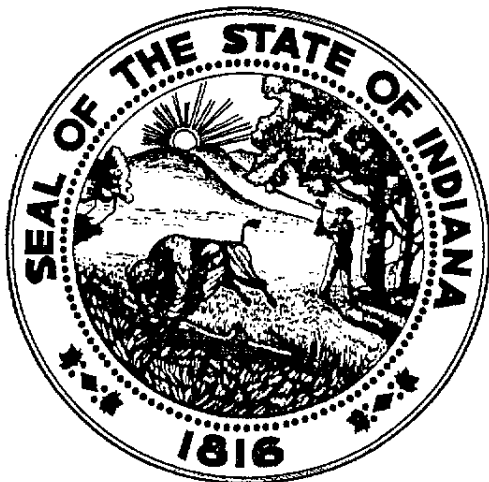
and said Articles of Amendment have been prepared and signed in accordance with the provisions of the Indiana Business Corporation Law, as amended.

The name of the corporation is amended as follows:

GREAT LAKES LIFE & HEALTH INSURANCE COMPANY

NOW, THEREFORE, I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that I have this day filed said articles in this office.

The effective date of these Articles of Amendment is July 30, 1999.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Thirtieth day of July, 1999.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

AK
Deputy