



F92000000119

ACCOUNT NO. : 072100000032
REFERENCE : 877157 4361496
AUTHORIZATION : Patricia Pizeto
COST LIMIT : \$ 35.00

ORDER DATE : July 1, 1998
ORDER TIME : 11:03 AM
ORDER NO. : 877157-055
CUSTOMER NO: 4361496

CUSTOMER: Brett Pynnonen, Esq
Butzel Long
150 W. Jefferson / Ste. 900
Detroit, MI 48226

800002602758--3

FOREIGN FILINGS

NAME: JACKSON NATIONAL FINANCIAL SERVICES, INC.

XX PROFIT XX CORPORATE
 NON-PROFIT LIMITED PARTNER

XXXX AMENDMENT / n/c

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

FILED
98 JUL 30 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JUL 30 AM 11:29
DIVISION OF CORPORATION

JP 7/30

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.)

88 JUL 30 PM 1:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I

(1-3 must be completed)

1. JACKSON NATIONAL FINANCIAL SERVICES, INC.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE
Incorporated under the laws of
3. 11/5/92
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 1, 1998
5. NATIONAL PLANNING CORPORATION d/b/a National Planning Corporation of America
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
ANDREW B. HOPPING
Typed or printed name

June 25th, 1998
Date
VICE PRESIDENT
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "JACKSON NATIONAL FINANCIAL SERVICES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "NATIONAL PLANNING CORPORATION", THE FIRST DAY OF JULY, A.D. 1998, AT 9:00 CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

2278684 8320

AUTHENTICATION: 9174162

981257003

DATE: 07-01-98

**NATIONAL PLANNING CORPORATION
WRITTEN CONSENT OF BOARD OF DIRECTORS**

The undersigned, being all the members of the Board of Directors of NATIONAL PLANNING CORPORATION, a Delaware corporation (the "Corporation"), pursuant to Section 141 of the General Corporation Law of the State of Delaware, hereby consent and agree, that in lieu of a meeting of the Board of Directors, that the following action be taken, and that the same shall be and is, in all respects, a valid Board action as though it had been authorized at a meeting of the Board of Directors of the Corporation held July 15, 1998:

The Board accepts with regret the resignations of Andrew B. Hopping as Vice President of the Corporation, Amy D. Eisenbeis as Vice President, Chief Legal Officer and Secretary of the Corporation, and James L. Simon as Director of the Corporation.

WHEREAS, Section 142 of the General Corporation Law of the State of Delaware allows vacancies in any office of the corporation to be filled by the board of directors.

NOW THEREFORE, be it

RESOLVED: That the following person be and he hereby is nominated and elected as an officer of the Corporation to serve in the capacity designated for the current fiscal year and until his successor is elected and qualified, to wit:

James L. Simon Secretary

WHEREAS, the Board determines that authorizing persons who are not officers to sign on behalf of the Corporation will benefit the operation of the business of the Corporation.

NOW THEREFORE, be it

RESOLVED: That any one of the following named persons:

- Robert P. Saltzman
- Andrew B. Hopping

be and hereby is individually authorized to sign either manually or by facsimile on behalf of the Corporation any and all checks, drafts, notes, or other orders for the withdrawal of funds at any time standing to the credit of the Corporation with a financial institution, or against any account of the Corporation with a financial institution, and that the financial

institution hereby is authorized to honor any and all checks, drafts, notes or other orders so signed or ordered; and

FURTHER RESOLVED: That the designation of signatories in the foregoing resolution shall remain in full force and effect until rescinded or modified by the Corporation and until written notice of such rescission or modification has been delivered to and received by the financial institution.

WHEREAS, certain states will not allow the Corporation to conduct business in the state under the name of National Planning Corporation; and


WHEREAS, the Board determines that authorizing the Corporation to do business as National Planning Corporation of America in such states will benefit the operation of the business of the Corporation.

NOW THEREFORE, be it

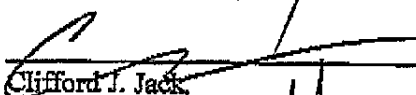
RESOLVED: That the Corporation be and hereby is authorized to do business as National Planning Corporation of America in the following states:

Florida
New York

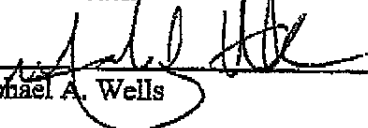
IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors of Jackson National Financial Services, Inc., as aforesaid, have executed this written consent as of the 15th day of July, 1998.



Andrew B. Hopping



Clifford J. Jack



Michael A. Wells