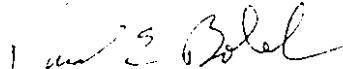


AFFIDAVIT

The undersigned, Paul E. Bolek, General Counsel of the entity described herein, hereby affirms the following:

1. That North American Benefit Association hereinafter referred to as the "Society" is a fraternal benefit society domiciled in Michigan and licensed in Florida pursuant to Chapter 632 of the Florida Insurance Code.
2. That the name of the Society has been changed to "Woman's Life Insurance Society". This change will become effective January 1, 1996.
3. That in order to use the name "Woman's Life Insurance Society" in Florida it is necessary to obtain the approval of the Florida Department of Insurance.
4. That as part of this approval process, the Florida Department of Insurance has requested that the Society provide a Certificate of Good Standing issued by the Florida Department of State evidencing the filing of the name change with that agency.
5. As a fraternal benefit society, the Society is governed in Florida by Chapter 632 of the Florida Insurance Code. Section 632.632 of that Chapter specifies the admission requirements for a foreign fraternal benefit society. The Insurance Code does not require a fraternal benefit society to file with the Department of State.
6. Foreign fraternal benefit societies are not subject to the Florida Business Corporation Act since they do not meet the definition of the term "foreign corporation" due to the fact that fraternal benefit societies including this Society do not operate for profit.
7. Chapter 617 of the Florida Statutes (Corporations Not for Profit) does not apply to fraternal benefit societies due to the fact that it defines a "corporation not for profit" to mean a corporation no part of the income or profit of which is distributable to its members, directors or officers. Fraternal benefit societies, including this Society, although not operating for profit, do operate for the benefit of their members and their beneficiaries. This includes the payment of insurance benefits and the distribution of, on an annual basis, divisible surplus to members holding participating certificates. A fraternal benefit society's tax exempt status is based on Section 632.626 of the Insurance Code which declares such organizations to be "charitable and benevolent" institutions.
8. That Chapter 632 is exclusive of Chapters 607 and 617 of the Florida Laws.
9. Paragraph (8) of Section 632.632 of the Florida Insurance Code allows the Florida Department of Insurance to request such other information as the Department may deem necessary.
10. That this Society is making application to the Florida Department of State for a Certificate of Good Standing based upon the authority of the Florida Department of Insurance under Paragraph (8) of Section 632.632.

Signed this 30th day of October 1995.


Paul E. Bolek, General Counsel

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1995

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Woman's Life Insurance Society (An Incorporated Fraternal Benefit Society)
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words
or abbreviations of like import in language as will clearly indicate that it is a
corporation instead of a natural person or partnership if not so contained in the name
at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit
corporation.)

2. Michigan 3. 38-1185570
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 6, 1897 5. _____
(Date of Incorporation) (Duration: Year corp. will cease to exist or
"perpetual")

6. As Woman's Life Insurance Society - January 1, 1996
(Date corporation first conducted Affairs in Florida -
See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 1338 Military Street, P.O. Box 5020
Port Huron, Michigan 48061-5020
(Current mailing address)

8. Fraternal Benefit Society

(Purpose(s) of corporation authorized in home state or country to be carried out
in the state of Florida)

9. Name and street address of Florida registered agent:

Florida Insurance Commissioner
(Name)
200 East Gaines Street
(Office address)
Tallahassee, Florida, 32399-0300
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process
for the above stated corporation at the place designated in this
application, I hereby accept the appointment as registered agent and
agree to act in this capacity. I further agree to comply with the
provisions of all statutes relative to the proper and complete
performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or Directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Janice U. Whipple

Address: 1338 Military Street

Port Huron, Michigan 48061-5020

Secretary: Joseph Haselmayer

~~Vice Chairman:~~

Address: 1338 Military Street

Port Huron, Michigan 48061-5020

Director: Donna E. Berryman

Address: 2163 Montgomery

Marquette, Michigan 49855

Director: Mildren V. Eecker

Address: 10985 Morrison Road

Denver, Colorado 80227-2605

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Janice U. Whipple

Address: 1338 Military Street

Port Huron, Michigan 48061-5020

Vice President: _____

Address: _____

Secretary: Joseph Haselmayer

Address: 1338 Military Street, Port Huron, Michigan 48061-5020

Treasurer: Joseph Haselmayer

Address: 1338 Military Street, Port Huron, Michigan 48061-5020

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Janice U. Whipple

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Janice U. Whipple, National President
(Typed or printed name and capacity of person signing application)

Director: Patsy R. Belongia
5401 - 44th Avenue
Kenosha, Wisconsin 53144

Director: Jean Ann Pyle
22 - 5th Street
McMechen, West Virginia 26040

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SECRET
FEDERAL BUREAU OF INVESTIGATION
DIVISION OF INVESTIGATION

CERTIFICATE OF COMPLIANCE

Date: September 20, 1995

I certify that

NORTH AMERICAN BENEFIT ASSOCIATION

(To be known as WOMAN'S LIFE INSURANCE SOCIETY effective 1-1-96)

is organized under the laws of this State and is authorized to issue policies and transact business under the following Sections of the Insurance Code of 1956, as amended:

fraternal benefit society contractual benefits, as defined in Section 8179 of Chapter 81a

For a definition of the lines of insurance summarized below, please refer to the applicable sections of the Michigan Insurance Code, M.C.L. 500.100 *et seq.*

- | | | | |
|-----------|--|------------|--|
| Sec. 602 | Life Insurance & Annuities other than Variable Annuities | Sec 624 | Casualty:
Subsections:
(a) Steam Boiler, Flywheel and Machinery
(b) Liability, Automobile (including Sec. 625, disability coverage supplemental to Automobile Insurance)
Workers' Compensation
(c) Plate Glass
(d) Sprinkler and Water Damage
(e) Credit
(f) Burglary and Theft
(g) Livestock
(h) Malpractice
(i) Miscellaneous |
| Sec. 925 | Separate Account
Variable Contracts
Variable Annuities
Variable Life | | |
| Sec. 4101 | Modified Guaranteed Annuities | | |
| Sec. 606 | Disability | | |
| Sec. 610 | Property, including:
Sec. 614 Ocean Marine
Sec. 616 Inland Marine
Sec. 620 Automobile insurance (limited) | | |
| Sec. 618 | Legal Expense | Sec. 628 | Surety and Fidelity |
| | | Chapter 73 | Title insurance |
| | | Sec. 8179 | Fraternal Benefit Society Contracts |

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FILED
REGISTERED STATE
COMMISSIONER OF INSURANCE



Kathleen Parsons

Special Deputy Commissioner of Insurance

INS 103 (12/92) State of Michigan Department of Commerce

Company Admissions Division
Michigan Insurance Bureau
P. O. Box 30220
Lansing, MI 48909-7720

**CERTIFICATE OF AUTHORITY FOR A
FRATERNAL BENEFIT SOCIETY**

Date: January 1, 1996

THIS IS TO CERTIFY, that the

**WOMAN'S LIFE INSURANCE SOCIETY
(A Michigan fraternal benefit society)**

NAIC No. 56170

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STATE
DIVISION OF
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is authorized in Michigan to provide fraternal benefit society contractual benefits, as defined in Section 8179 of Chapter 81a

as a fraternal benefit society in accordance with Public Act 218 of 1956 as amended. "The Michigan Insurance Code," so long as the society continues to conform to the authority granted by this certificate, its constitution and bylaws, the requirements of P.A. 218 of 1956 as amended, and any limitations, conditions or other matters which have been agreed to from time to time between the fraternal benefit society and the Commissioner, unless this certificate is revoked, suspended or otherwise withdrawn. This Certificate of Authority is granted subject to the laws of the State of Michigan.

S. James Olson



Michigan Department of Commerce
Insurance Bureau
It is hereby certified a true and complete copy
of the original document on file in this office.

Commissioner of Insurance

Kathleen Parsons

Special Deputy Commissioner

Date:
9-22-95