F96000002020

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(Document Number)

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Name Change & Jurisdiction Change
Amend

FILED
02 NOV 14 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/14/02

CT CORPORATION

November 14, 2002

Secretary of State, Florida
409 East Gaines Street
N/A
Tallahassee FL 32399

Re: Order #: 5714660 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Provantis Insurance Company (DE)
Evidence of Amendment
Florida

Delta Dental Insurance Company (DE)
Evidence of Amendment
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

To: Annette Ramsey
Please call Melanie
With Any Problems!
Thanks,
222-1092
11-14-02

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

CT CORPORATION

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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
02 NOV 14 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

____
(Document number of corporation (if known))

1. Western Security Life Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Arizona
(Incorporated under laws of)

3. April 22, 1996
(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? September 30, 2002

5. Provantis 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.

Delaware
(New jurisdiction)

[signature]
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

10/28/02
(Date)

William B. McQuiggan
(Typed or printed name)

Secretary
(Title)

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "WESTERN SECURITY LIFE INSURANCE COMPANY", FILED A RESTATED CERTIFICATE, CHANGING ITS NAME TO "PROVANTIS INSURANCE COMPANY", THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2002, AT 11:31 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2002.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3575518 8320

020697147

AUTHENTICATION: 2084866

DATE: 11-12-02

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DOMESTICATION OF "WESTERN SECURITY LIFE INSURANCE COMPANY", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2002, AT 11:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF DOMESTICATION IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2002.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3575518 8100

020681273

AUTHENTICATION: 2071635

DATE: 11-04-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:30 AM 09/26/2002
020599146 – 3575518

CERTIFICATE OF REDOMESTICATION

OF

WESTERN SECURITY LIFE INSURANCE COMPANY

WHEREAS, Western Security Life Insurance Company (the "Company") was originally incorporated in the State of Arizona on July 27, 1966 under the name Concho Life Insurance Company and underwent a name change to Western Security Life Insurance Company on January 25, 1978 and has continued to actively conduct its business as an Arizona domiciled insurance corporation until the date of the filing of this certificate; and,

WHEREAS, the Company now desires to transfer its corporate domicile and its principal place of business from the State of Arizona to the State of Delaware and to redomesticate in the State of Delaware as a Delaware domiciled insurance corporation pursuant to 18 Del. C. Sec. 4946; and,

WHEREAS, the Insurance Departments of the States of Delaware and Arizona have reviewed this proposed transfer of domicile and have both issued orders approving the said redomestication of the Company from the State of Arizona to the State of Delaware; and,

WHEREAS, it is necessary to formalize this redomestication by filing in Delaware this Certificate of Redomestication and the attached copy of the Company's Restated Certificate of Incorporation in Arizona.

NOW, THEREFORE, Gary D. Radine, President and William B. McQuiggan, Secretary, of the Company do hereby certify as follows:

1. Western Security Life Insurance Company was originally incorporated as a corporation in the State of Arizona on July 27, 1966 under the name of Concho Life Insurance Company and underwent a name change to Western Security Life Insurance Company on January 25, 1978.

2. The current name of the Corporation is Western Security Life Insurance Company and this is the name set forth in its attached Certificate of Incorporation.

3. The corporation will change its name to Provantis Insurance Company effective upon the filing of the Amended and Restated Certificate of Incorporation.

the existence of the Corporation shall be deemed to have commenced on the date the Corporation is considered to have commenced its existence in the State of Arizona which is July 27, 1966.

6. The domestication of the Company to Delaware shall not be deemed to affect any obligations or liabilities of the Corporation incurred prior to this domestication.

7. The name and mailing address of the Incorporator is as follows:

Gary D. Radine
100 First Street
San Francisco, CA 94105

8. The effective date of this Certificate shall be the 30th day of September, 2002.

Western Security Life Insurance Company

By: [signature]
Gary D. Radine
President

Attested by:

[signature]
William B. McQuiggan, Secretary

[CORPORATE SEAL]

Dated: August 15, 2002

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:30 AM 09/26/2002
020599146 – 3575518

CERTIFICATE OF INCORPORATION

OF

WESTERN SECURITY LIFE INSURANCE COMPANY

Western Security Life Insurance Company (The "Company") was originally incorporated in the State of Arizona on July 27, 1966 under the name Concho Life Insurance Company and underwent a name change to Western Security Life Insurance Company on January 25, 1978 and this Certificate of Incorporation, as amended by all of the various amendments filed in Arizona prior to the date of this Certificate, becomes the Corporation's Delaware Certificate of Incorporation upon the filing in Delaware of the Corporation's Certificate of Domestication to which it is an attachment.

ARTICLES OF INCORPORATION

PLEASE SEE ATTACHED ARIZONA ARTICLES OF INCORPORATION

ARTICLE X

The address of the corporation's registered office in the State of Delaware is 1807 N. Market Street, in the City of Wilmington, County of New Castle, State of Delaware. The resident agent of this Corporation shall be Diane J. Bartels, Esq.

ARTICLE XI

These duly adopted Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE XII

The name and mailing address of the incorporator is as follows:

William B. McQuiggan
100 First Street
San Francisco, CA 94105

The effective date of this Certificate of Incorporation is the 30th day of September, 2002.

IN WITNESS WHEREOF, the undersigned, Incorporator of Western Security Life Insurance Company does hereby certify that the directors of said Company adopt the foregoing Restated Articles of Incorporation of Western Security Life Insurance Company, and further certifies that the foregoing Restated Articles of Incorporation will be in full force and effect as of September 30, 2002.

Dated August 15, 2002.

William B. McQuiggan,

ARTICLES OF INCORPORATION

OF

CONCHO LIFE INSURANCE COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, having associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Arizona, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be

CONCHO LIFE INSURANCE COMPANY

and its principal place of business in Arizona shall be Phoenix, Maricopa County, but other places of business may be established and maintained within or without the State of Arizona, [illegible] Board of Directors may designate, where the business of the corporation, including meetings of the stockholders and directors, may be transacted and held.

ARTICLE II

The names, residences and addresses of the incorporators (each of whom is over the age of twenty-one years) are as follows:

Fred W. Rosenfeld	45[illegible] North [illegible] Place Phoenix, Arizona
Harold [illegible] [illegible]	[illegible] West [illegible] Avenue Phoenix, Arizona
Lewis Gust	4757 East Porter Drive Phoenix, Arizona
[illegible] Henderson	[illegible] East Desert Crest Drive Phoenix, Arizona
John [illegible] Wesley	4[illegible] East Orchid Lane Scottsdale, Arizona

ARTICLE III

The general nature of the business to be transacted by the corporation and its powers are as follows:

To engage as a domestic limited stock insurance company in the life and disability insurance business, insuring risks direct or as a reinsurer, or both, but not exceeding the limits as provided in Section 20-708, Arizona Revised Statutes, as the same now exists. At such time as its paid-in capital and surplus funds permit, and when it may legally do so, to engage as a stock insurance company in the general life and disability insurance business, free from the limitations imposed upon a domestic limited stock insurance company; to enter into and perform life and disability insurance contracts of all kinds, individual and group; to reinsure or accept reinsurance of all or any part of any risks; to make investments of any kind and as permitted by Title 20, Chapter 3, Article 1, Arizona Revised Statutes; to purchase stock and securities of other corporations; to buy, lease and otherwise acquire real estate, personalty, appliances and equipment, and to operate or use the same on a commission, lease or other basis, and to sell, encumber and otherwise deal in and dispose thereof; to enter into and perform contracts of every kind; to borrow or otherwise raise money for any corporate purpose and to give corporate evidence of indebtedness therefor and to encumber corporate property for the repayment thereof; to lend any of its surplus funds with or without security; to purchase, acquire, hold and sell its own stock, and without limiting the generality of the foregoing purposes and powers, to do every other thing or act necessary or expedient to carrying on the business of the corporation and which may be permitted by law.

ARTICLE IV

The authorized capital stock of the corporation shall be Two Hundred Thousand Dollars ($200,000.00) divided into twenty thousand (20,000) shares of common stock of Ten Dollars ($10.00) par value each, any part of which shall be issued at such times and in such manner as the Board of Directors may designate and as may be permitted by law. Each share of the capital stock shall be fully paid for before being issued and thereafter each share shall be nonassessable except as provided by Article 14, Section 11, of the Arizona Constitution.

ARTICLE V

The time of the commencement of this corporation shall be the day these Articles are filed and a certified copy of the same is recorded in accordance with law and a Certificate of Incorporation is issued by the Arizona Corporation Commission, and its existence shall be perpetual.

ARTICLE VI

The affairs of the Corporation shall be conducted by a Board of Directors and by such officers as the said Directors may at any time elect or appoint. No officer or director need be a stockholder of this corporation. The number of directors, not fewer than five (5) nor more than fifteen (15), shall be designated and elected by the stockholders of the corporation at their annual meeting to be held on the second Tuesday of April of each year.

Until the first annual meeting of the stockholders, or until their successors have been elected and have qualified, the following named persons shall be the directors of this corporation:

W. R. Bimson	33 Biltmore Estates Phoenix, Arizona
C. A. Bimson	5021 North Saddle Rock Drive Phoenix, Arizona
E. L. Bimson	3303 East Manor Drive Phoenix, Arizona
W. C. Klein	4525-33 McKinney Avenue Dallas, Texas 75205
Ronald Roberts	4525-33 McKinney Avenue Dallas, Texas 75205

Until their successors have been elected and have qualified, the following named persons shall be the officers of this corporation:

C. A. Bimson 5021 North Saddle Rock Drive Phoenix, Arizona	President
E. L. Bimson 3303 East Manor Drive Phoenix, Arizona	Vice President
H. H. Brunken 911 West [illegible] Drive Phoenix, Arizona	Secretary-Treasurer

The directors shall have the power to adopt, amend and rescind bylaws, to fill vacancies occurring in the Board from any cause and to appoint an Executive Committee and other committees and to vest said committee or committees with all the powers permitted by the bylaws.

ARTICLE VII

The limitations on the corporation's indebtedness shall be such indebtedness as is necessarily incurred in the normal operation of the insurance business. Any indebtedness in excess of [illegible] shall be first authorized by the Board of Directors. In no event shall the corporation incur indebtedness in excess of the amount authorized by law.

ARTICLE VIII

The private property of the stockholders, directors, officers and incorporators of the corporation shall be forever exempt from its debts and obligations.

ARTICLE IX

DEVENS GUST, having been a bona fide resident of Phoenix, Arizona, for at least three years, is hereby appointed and made the lawful agent for and in behalf of this corporation in and for the State of Arizona, to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against the said corporation in any of the courts of said State of Arizona, such service of process or notice, or the acceptance thereof by him endorsed thereon, to have the same force and effect as if served upon the president and secretary of the company. This appointment may be revoked at any time by filing the appointment of another agent.

GEORGE A. BUSHNELL, Director of Insurance of the State of Arizona, or his successor or successors in office, is hereby irrevocably appointed to be the lawful attorney of this corporation in the State of Arizona, upon whom all lawful process in any action or legal proceedings against it in any court of said state may be served.

IN WITNESS WHEREOF, we hereby affix our signatures this 17 day of July, 1963.

James F. Henderson

Fred W. Rosenfeld

John C. Wesley

Harold L. [illegible]

Devens Gust

STATE OF ARIZONA)
) ss.
County of Maricopa)

This instrument was acknowledged before me this [illegible] day of July, 1966, by FRED W. [illegible]ENFELD, HAROLD L. DIVELBESS, DEVENS GUST, JAMES F. HENDERSON and JOHN D. WESLEY, known to me to be the persons whose signatures are subscribed to the foregoing Articles of Incorporation, who personally appeared before me and acknowledged that they executed the same for the purposes therein contained.

GIVEN UNDER my hand and seal of office the day and year in this above written.

[illegible]
Notary Public

My commission expires:

April [illegible], 19[illegible]

[illegible]

09 1AC

ARIZONA CO[illegible]

[illegible]

[illegible]

CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
CONCHO LIFE INSURANCE COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That at a meeting of the stockholders of CONCHO LIFE INSURANCE COMPANY, an Arizona corporation, duly held at the of[illegible] of the company on the Eleventh Floor, Valley Bank Building, Ph[illegible] Arizona, on Monday the 25th day of September, 1972, at the hou[illegible] nine thirty o'clock in the morning, all of the stockholders of said corporation [illegible] stockholders hav[illegible] waived any and all notice [illegible] any and all notic[illegible] required by Section 10-321, A.R.S.; by the affirmative vote of [illegible] of the issued and outstanding shares of stock of the corporati[illegible] resolutions were duly adopted as follows:

> RESOLVED, THAT Article IV of the Articles of Incorporation of [illegible] LIFE INSURANCE COMPANY is hereby [illegible] and annulled [illegible] a new Article IV shall be substituted [illegible] Articles of Incorporation as follows:
>
> [illegible]
>
> [illegible] of the corporation shall be [illegible] Dollars ($500,[illegible]) divided into [illegible] shares of common stock of [illegible] value each, any part of which [illegible] at such times and in such manner as [illegible] may designate and as may be permi[illegible] share of the capital stock shall [illegible] being issued and thereafter [illegible] assessable except provided [illegible] Arizona Constitution.
>
> [illegible] President and Vice [illegible] of this corpora[illegible] are authorized [illegible] and acknowledge certificate [illegible] Articles of Incorpora[illegible] tion [illegible] to cause [illegible] same [illegible] Corporation [illegible]

Commission and to cause all other things necessary and proper to be done to make said amendment effective in compliance with the laws of the State of Arizona.

IN WITNESS WHEREOF, the vice president and secretary of CONCHO LIFE INSURANCE COMPANY have hereunto set their hands and affixed the seal of said corporation this 25th day of September, 1972.

CONCHO LIFE INSURANCE COMPANY

By [signature]
E. L. Bimson, Vice President

ATTEST:

[signature]
E. H. Brunken, Secretary

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 25th day of September, 1972, before me, the undersigned Notary Public, personally appeared E. L. Bimson and E. H. Brunken, who acknowledged themselves to be the Vice President and Secretary, respectively, of CONCHO LIFE INSURANCE COMPANY, an Arizona corporation, and that they, as such officers, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Lois Muentzman
Notary Public

My commission expires:
My Commission Expires May 6, 1975

(Notary Seal)

ARIZONA CORPORATION COMMISSION

INCORP[illegible]

FILED

OCT 26 1972

At [illegible] at request of

[illegible]

Address [illegible]

[illegible]

By [illegible]

CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CONCHO LIFE INSURANCE COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That at a meeting of the stockholders of CONCHO LIFE INSURANCE COMPANY, an Arizona corporation, duly held at the office of the company at Valley Bank Center on the Twelfth Floor, Phoenix, Arizona on September 3, 1975, at the hour of 4:45 p.m., the sole stockholder of said corporation being present and the sole stockholder having waived any and all notice of the meeting and any and all notice required by Section 10-321, A.R.S., by unanimous vote of all of the issued and outstanding shares of stock of the corporation, the following resolutions were adopted:

> RESOLVED, that Article III of the Articles of Incorporation of CONCHO LIFE INSURANCE COMPANY is hereby revoked and annulled and a new Article III shall be substituted in the Articles of Incorporation as follows:
>
> ARTICLE III
>
> The general nature of the business to be transacted by the corporation and its powers are as follows:
>
> To engage as a domestic limited stock insurance company in the life and disability insurance business, insuring risks direct or as a reinsurer, or both, but not exceeding the limits as provided in Section 20-708, Arizona Revised Statutes, as the same now exists. At such time as its paid-in capital and surplus funds permit, and when it may legally do so, to engage as a stock insurance company in the general life and disability insurance business, free from the limitations imposed upon a domestic limited stock insurance company to enter into and perform life and disability insurance contracts of all kinds, individual and group; to reinsure or accept reinsurance of all or any part of any risks; to receive and pay commissions on life and disability insurance; to act and be licensed as an agent, broker, solicitor or otherwise; to act and engage in the business of an insurance agency; to make investments of any kind

and as permitted by Title 20, Chapter 3, Article 1, Arizona Revised Statutes; to purchase stock and securities of other corporations; to buy, lease and otherwise acquire real estate, personalty, appliances and equipment, and to operate or use the same on a commission lease or other basis, and to sell, encumber and otherwise deal in and dispose thereof; to enter into and perform contracts of every kind; to borrow or otherwise raise money for any corporate purpose and to give corporate evidence of indebtedness therefor and to encumber corporate property for the repayment thereof; to lend any of its surplus funds with or without security; to purchase, acquire, hold and sell its own stock, and without limiting the generality of the foregoing purposes and powers, to do every other thing or act necessary or expedient to carrying on the business of the corporation and which may be permitted by law.

BE IT FURTHER RESOLVED that the president or any vice-president and the secretary of this corporation, are authorized and directed to take all such action and do all such things as may be necessary to cause the foregoing resolution to be carried into effect, including the filing, recording and publication of a Certificate of Amendment to Articles of Incorporation as required by Arizona law.

IN WITNESS WHEREOF, the president and secretary of CONCHO LIFE INSURANCE COMPANY have hereunto set their hands and affixed the seal of the corporation this 5th day of September, 1975.

CONCHO LIFE INSURANCE COMPANY

By ______________________
President

ATTEST:

Margaret A. Johnson
Secretary

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this, the 5th day of September, 1975, before me, the undersigned Notary Public, personally appeared Earl L. Bimson and Margaret A. Johnson, who acknowledged themselves to be the president and secretary, respectively, of CONCHO LIFE INSURANCE COMPANY, and that they, as such officers, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

____
Notary Public

My commission expires:
My Commission Expires May 6, 1979

[illegible]

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
CONCHO LIFE INSURANCE COMPANY

Pursuant to the provisions of Section 20-707, A.R.S. and Section 10-058, A.R.S., et seq., CONCHO LIFE INSURANCE COMPANY hereby adopts Articles of Amendment to its Articles of Incorporation, as follows:

1. The name of the corporation is CONCHO LIFE INSURANCE COMPANY, and is being changed by these amendments to WESTERN SECURITY LIFE INSURANCE COMPANY.

2. The amendments so adopted are as follows:

MICRO FILM ROLL
#351

Article I has been amended to read as follows:

ARTICLE I

The name of the corporation shall be

WESTERN SECURITY LIFE INSURANCE COMPANY

and its principal place of business in Arizona shall be Phoenix, Maricopa County, but other places of business may be established and maintained within or without the State of Arizona, as the Board of Directors may designate, where the business of the corporation including meetings of the shareholders and directors may be conducted and held.

Article III has been amended to read as follows:

ARTICLE III

The general nature of the business to be transacted by the corporation and its powers are as follows:

To engage as a stock insurance company in the general life and disability insurance business, to enter into and perform life and disability insurance contracts of all kinds, individual and group; to reinsure or accept reinsurance of all or any part of any risks; to receive and pay commissions on life and disability insurance; to act and be licensed as an agent, broker, solicitor or otherwise; to act and engage in the business of an insurance agency; to make investments of any kind and as permitted by law; to purchase stock and securities of other corporations; to buy, lease and otherwise acquire real estate, personalty, appliances and equipment, and to operate or use the same on a commission, lease or other basis, and to sell encumber and otherwise deal in and dispose thereof; to enter into and perform contracts of every kind; to borrow or otherwise raise money for any corporate purpose and to give corporate evidence of indebtedness therefor and to encumber corporate property for the repayment thereof; to lend any of its surplus funds with or without security; to purchase, acquire, hold and sell its own stock, and without limiting the generality of the foregoing purposes and powers, to do every other thing or act necessary or expedient to carrying on the business of the corporation and which may be permitted by law.

Article IV has been amended to read as follows:

ARTICLE IV

The authorized capital stock of the corporation shall be One Million Dollars ($1,000,000.00), divided into One Hundred Thousand (100,000) shares of common stock of Ten Dollars ($10.00) par value each, any part of which shall be issued at such times and in such manner as the Board of Directors may designate and as may be permitted by law. Each share of the capital stock shall be fully paid for before being issued and thereafter each share shall be nonassessable except as provided by Article 14, Section 11, of the Arizona Constitution.

The first paragraph of Article VI has been amended to read as follows:

ARTICLE VI

The affairs of the corporation shall be conducted by the Board of Directors and by such officers as the said directors may at any time elect or appoint. No officer or director need be a stockholder of this corporation. The number of directors, not fewer than five (5) nor more than fifteen (15), shall be designated and elected by the stockholders of the corporation at their annual meeting to be held on the date specified in the By-Laws of the corporation.

3. The date of the adoption of the foregoing amendments by the shareholders was

4. The number of shares of the corporation outstanding at the time of the adoption of the amendments was Fifty Thousand (50,000) and the number of shares entitled to vote thereon was Fifty Thousand (50,000).

5. All of the shares of the corporation were voted in favor of the amendments.

DATED this 25th day of January, 1978

CONCHO LIFE INSURANCE COMPANY

By [signature]
President

ATTEST:
[signature]
Secretary

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 25th day of January, 1978, before me, the undersigned Notary Public, personally appeared Gilbert F. Bradley and G. E. Wright, who acknowledged themselves to be the President and Secretary, respectively, of CONCHO LIFE INSURANCE COMPANY, an Arizona corporation, and that they, as such officers being duly authorized so to do, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[signature]
Notary Public

My commission expires:

My Commission Expires May 6, 1979

A. C. C. - INCORPORATING DIV
RECEIVED
MAR 1973
DOCUMENTS ARE SUBJECT
TO REVIEW BEFORE FILING

MICRO FILM ROLL
#351

ARIZONA CORPORATION COMMISSION
INCORPORATING DIVISION
FILED
MAR 9 1918
At ... at request of
Address
By
SECRETARY

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
WESTERN SECURITY LIFE INSURANCE COMPANY

Pursuant to the provisions of Section 20-707, A.R.S. and Section 10-058, A.R.S. et seq., WE... N SECURITY LIFE INSURANCE COMPANY hereby adopts Article of Amendment to its Articles of Incorporation, as follows:

1. Article IV has been amended to read as follows:

ARTICLE IV

The authorized capital stock of the corporation shall be Two Million Dollars ($2,000,000.00), divided into Two Hundred Thousand (200,000) shares of common stock of Ten Dollars ($10.00) par value each, any part of which shall be issued at such times and in such manner as the Board of Directors may designate and as may be permitted by law. Each share of the capital stock shall be fully paid for before being issued and thereafter each share shall be nonassessable except as provided by Article 14, Section 11, of the Arizon stitution.

2. The date of the adoption of the foregoing amendment by the shareholders was May 13, 1980.

3. The number of shares of the corporation outstanding at the time of the adoption of the amendment was One Hundred Thousand (100,000) and the number of shares entitled to vote thereon was One Hundred Thousand (100,000).

0099-0499

4. All of the shares of the corporation were voted in favor of the amendment.

DATED this 13th day of May, 1980

WESTERN SECURITY LIFE INSURANCE COMPANY

BY ______________________
President

ATTEST:

____
Secretary

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

On this 13th day of May, 1980, before me, the undersigned Notary Public, personally appeared Wilson Barrett and G. E. Wright, who acknowledged themselves to be the President and Secretary, respectively, of WESTERN SECURITY LIFE INSURANCE COMPANY an Arizona corporation, and that they, as such officers being duly authorized so to do, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

____
Notary Public

My commission expires:

My Commission Expires [illegible]

2 4 2 0 0 4   0 0 0 9

0694307

AZ CORP COMMISSION
FOR THE STATE OF A
FILED
JUN 23 1 26 PM '86

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
WESTERN SECURITY LIFE INSURANCE COMPANY

Pursuant to the provisions of Sections 10-058 and 20-707(A), A.R.S., WESTERN SECURITY LIFE INSURANCE COMPANY hereby adopts an Article of Amendment to its Articles of Incorporation, as follows:

1. Article IV has been amended to read as follows:

ARTICLE IV

The authorized capital stock of the corporation shall be four Million Dollars ($4,000,000.00), divided into Two Hundred Thousand (200,000) shares of common stock of Twenty Dollars ($20.00) par value each, any part of which shall be issued at such times and in such manner as the Board of Directors may designate and as may be permitted by law. Each share of the capital stock shall be fully paid for before being issued and thereafter each share shall be nonassessable except as provided by Article 14, Section 11, of the Arizona Constitution.

2. The date of the adoption of the foregoing amendment by the stockholders was May 8, 1986.

3. The number of shares of the corporation outstanding at the time of the adoption of the amendment was One Hundred Twenty Five Thousand (125,000) and the number of shares entitled to vote thereon was One Hundred Twenty Five Thousand (125,000).

4. All of the shares of the corporation were voted in favor of the amendment.

Proposed amendment submitted to Ariz. Dept. of Insurance
(This stamp does not constitute Dept. approval)

Arizona Department of Insurance
6-23-86 By [signature]
Date Title [signature]

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5. Because the above amendment increases the par value of each outstanding share of stock, the stated capital of the corporation has increased from $1,250,000 to $2,500,000. In accordance with the resolution adopting such amendment, the directors and/or officers of the corporation have been authorized by the stockholders to take all actions necessary to implement such resolution. The officers of the corporation have acted to transfer $1,250,000 from the corporation's unassigned earned surplus account to its stated capital account.

DATED this 11th day of June, 1986

WESTERN SECURITY LIFE INSURANCE CO.

BY Geo D Smith
President

ATTEST:

Gary K. Drown
Secretary

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

On this 11th day of June, 1986, before me, the undersigned Notary Public, personally appeared Geo. D. Smith & Gary K. Drown, who acknowledged themselves to be the President and Secretary, respectively, of WESTERN SECURITY LIFE INSURANCE COMPANY, an Arizona corporation, and that they, as such officers being duly authorized so to do, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[illegible]
Notary Public

My commission expires:

My Commission Expires Mar. 1, 1990