

11 P04939
GREAT AMERICAN LIFE INSURANCE COMPANY

August 20, 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AUG 21 1 21 PM '98
FILED

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

800002622038--6
-08/21/98--01062--001
*****43.75 *****43.75

Re: Amendment to Application for American Retirement Life Insurance
Company (f/k/a Assured Security Life Insurance Company)

Dear Sir or Madam:

Enclosed please find the following documents required by the State of Florida to recognize the name change and redomestication of American Retirement Life Insurance Company:

1. Application for Amendment;
2. Certified copy of the Articles of Incorporation and Redomestication;
3. A check in the amount of Forty-Three Dollars and Seventy-Five Cents (\$43.75) to cover the Filing Fee and a Certificate of Status.

Due to a filing deadline of September 15, 1998 with the Florida Department of Insurance, please forward an original Certificate of Good Standing to my attention at your earliest convenience.

Should you have any questions or concerns, please contact me at (800) 854-3649, ext. 1471. Thank you for your assistance.

Sincerely yours,

Debra C. Roberts

Debra C. Roberts
Paralegal

Enclosures

cc: Rhonda S. Morris, Esq.

*NC + AM
PRG
8/27*

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. Assured Security Life Insurance Company
Name of corporation as it appears on the records of the Department of State.

2. South Dakota
Incorporated under laws of

3. May 13, 1985
Date authorized to do business in Florida

FILED
98 AUG 21 PM 4:19
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? June 11, 1998

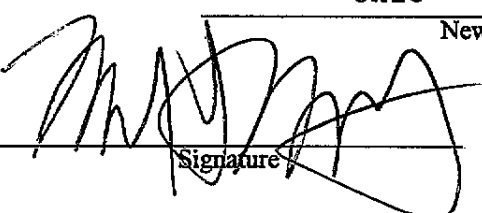
5. American Retirement Life Insurance Company
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

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.

Ohio
New Jurisdiction


Signature

8-13-98
Date

Mark F. Muething
Typed or printed name

Senior Vice President,
General Counsel & Secretary
Title

**ARTICLES OF INCORPORATION AND REDOMESTICATION
OF
AMERICAN RETIREMENT LIFE INSURANCE COMPANY**

Preamble

On May 12, 1978, Assured Security Life Insurance Company, Inc., was incorporated under the laws of the State of Alabama. The Company's original name was "KINDER LIFE INSURANCE COMPANY." On October 1, 1987, the Company's name was changed to "Assured Security Life Insurance Company, Inc." On June 15, 1993, the Company redomesticated to the State of Texas. On December 14, 1994, the Company changed its state of domicile to South Dakota. The name change of Assured Security Life Insurance Company, Inc. to "AMERICAN RETIREMENT LIFE INSURANCE COMPANY," and the redomestication of Company from South Dakota to Ohio is subject to approval by the Superintendent of Insurance pursuant to Ohio Revised Code Section 3913.40.

The undersigned, who is a citizen of the United States, does hereby certify:

ARTICLE 1. The name of the Company shall be American Retirement Life Insurance Company.

ARTICLE 2. The place in Ohio where its principal office is located is Cincinnati, Hamilton County, Ohio.

ARTICLE 3. The purposes for which it is formed are:

- (a) To make insurance upon the lives of individuals, and to transact every type of insurance allowed by Section 3911.01 of the Ohio Revised Code.
- (b) To invest and reinvest its capital, surplus and accumulations in such investments as may now or in the future be permitted by laws as investments of legal reserve life insurance companies.

- (c) To do all things necessary and proper to carry out the above purposes and to possess and have the right to exercise all powers and rights now or hereafter conferred by law upon domestic legal reserve life insurance companies under the laws of the State of Ohio.

ARTICLE 4. All corporate powers of the Company shall be exercised by the Board of Directors and the Officers selected by the Board of Directors.

ARTICLE 5. The number of Directors shall not be less than five (5) nor more than fifteen (15) with the number of Directors to be elected at any meeting of Stockholders to be fixed by the Stockholders at said meeting. A majority of the Directors must be citizens of the State of Ohio.

ARTICLE 6. This Company shall have such Officers as may from time to time be fixed by the Board of Directors. All Officers shall hold office for a term of one year unless sooner removed by the Board of Directors. A majority of the Officers must be citizens of the State of Ohio.

ARTICLE 7. Vacancies among Directors shall be filled by a majority vote of the remaining Directors, and the succeeding Directors shall fill the unexpired term of the Director he is replacing. Vacancies among Officers shall be filled by the President. The succeeding Officer shall serve until the next annual meeting.

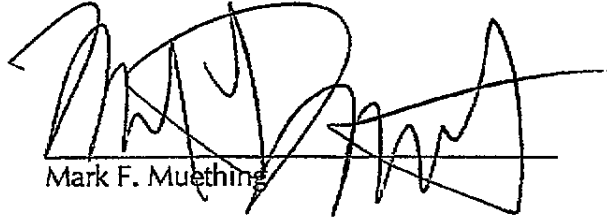
ARTICLE 8. The total number of shares which the Company shall be authorized to have outstanding shall be 450,000. All of these shares shall be Common Stock with a par value of \$10.00 per share.

ARTICLE 9. No holder of any shares of the Company shall have any preemptive rights to subscribe for or to purchase any shares of the Company or any class whether such shares or such class be now or hereafter authorized or to purchase or subscribe for securities convertible into or exchangeable for shares of any class or to which shall be attached or appertained any warrants or rights entitling the holder thereof to purchase or subscribe for shares of any class.

ARTICLE 10. These Articles of Incorporation and Redomestication supersede and replace the Amended and Restated Articles of Incorporation of Assured Security Life Insurance Company, Inc. filed in South Dakota December 14, 1994.

* * *

IN WITNESS WHEREOF, I have hereunto subscribed my name this 10th day
of June, 1998.



Mark F. Muething

STATE OF OHIO
DEPARTMENT OF INSURANCE
2100 Stella Court
Columbus, Ohio 43215-1067

IN THE MATTER OF: :
: ORDER AND JOURNAL ENTRY
THE REDOMESTICATION OF ASSURED :
SECURITY LIFE INSURANCE COMPANY :
(TO BE KNOWN AS "AMERICAN :
RETIREMENT LIFE INSURANCE :
COMPANY") :

1. Assured Security Life Insurance Company, ("the Company"), presently domiciled in the state of South Dakota, has applied to the Superintendent for approval to redomesticate to Ohio pursuant to Ohio Revised Code Section 3913.40. The Company currently is admitted to transact the business of life insurance in the state of Ohio.
2. The Company has designated its address and telephone number in this state as: 250 East Fifth Street, Cincinnati, Ohio 45202, (513) 333-5300 and its mailing address as: P.O. Box 5423 Cincinnati, Ohio 45201-5423.
3. No evidence has been submitted that the proposed transfer of domicile is not in the interest of the policyholders of the state of Ohio.

NOW THEREFORE IT IS ORDERED that:

1. The redomestication of the Company from South Dakota to Ohio is approved as of the date below.
2. The Company will be issued an amended certificate of authority that shows that it is domiciled in the state of Ohio as of its original date of incorporation in South Dakota (May 12, 1978). The Department also will issue new agent appointments and licenses reflecting the Company's new name, for which the Company will be billed per agent.

Dated: April 21, 1998
Columbus, Ohio




Harold T. Duryee
Superintendent of Insurance

DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
6/15/1998	199816300448	ARF DOMESTIC ARTICLES/FOR PROFIT	85.00	10.00	0.00	0.00	0.00
TOTAL			85.00	10.00	0.00	0.00	0.00

Return To:
GREAT AMERICAN LIFE INSURANCE CO.
ATTN D C ROBERTS
P O BOX 5420
CINCINNATI, OH 45201-5420

cut along the dotted line



The State of Ohio
 *Certificate* 

Secretary of State - Bob Taft

1007774

It is hereby certified that the Secretary of State of Ohio has custody of the business records for AMERICAN RETIREMENT LIFE INSURANCE COMPANY and that said business records show the filing and recording of:

Document(s)
 DOMESTIC ARTICLES/FOR PROFIT

Document No(s):
 199816300448

United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the Secretary
 of State at Columbus, Ohio, This 11th day of
 June, A.D. 1998



Bob Taft
 Bob Taft
 Secretary of State