

818938

(1)

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

200002494842--2
-04/21/98--01027--024
*****96.25 *****96.25

SILVIA MORELL ALDERMAN
JOHN M. ARIALE
ALAN HARRISON BRENTS
DANIEL C. BROWN
BILL L. BRYANT, JR.
NANCY M. BURKE
JONATHAN B. BUTLER
RICHARD E. COATES
BERT L. COMBS
J. RILEY DAVIS
JOSÉ A. DIEZ-ARGUELLES
MARTIN R. DIX
KENNETH W. DONNELLY
PAUL R. EZATOFF
JEFFREY L. FREHN
WILLIAM M. FURLOW
MITCHELL B. HAIGLER
DAVID P. HEALY
MARK E. KAPLAN
ALLAN J. KATZ
BRIAN C. KERI
EDWARD L. KUTTER
RICHARD P. LEE
RICHARD B. LORD
JOHN C. LOVETT
CHRISTOPHER B. LUNNY

POST OFFICE BOX 1877 32302-1877
HIGHPOINT CENTER
106 EAST COLLEGE AVENUE, 12TH FLOOR
TALLAHASSEE, FLORIDA 32301
TELEPHONE (850) 224-9634
TELECOPIER (850) 222-0103
TELECOPIER (850) 224-0781

SUNTRUST CENTER
SUITE 1428
200 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-8480
TELECOPIER (407) 843-0558

REPLY TO: TALLAHASSEE
April 21, 1998

ELIZABETH W. McARTHUR
TRAVIS L. MILLER
MIGUEL A. OLIVELLA, JR.
BRUCE D. PLATT
JOHN RADEY
GARY P. TIMIN
J. LARRY WILLIAMS
DAVID A. YON
PAUL A. ZEIGLER

OF COUNSEL:
GORDON D. CHERR
MICHAEL E. INGRAM
EDWARD S. JAFFRY
PATRICK F. MARONEY

GOVERNMENTAL CONSULTANTS:
LESLIE Y. DUGHY*
PAT GRIFFITH O'CONNELL*
E. CLINT SMAWLEY*
GERALD C. WESTER*
(*NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:
J. ANDREW KELLER, III, C.P.A.

Ms. Joy Moon-French
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Via Hand Delivery

RE: Massachusetts General Life Insurance Company
Document No. 818938
Applications for Amendments

Dear Ms. Moon-French:

Further to your letter of April 10, 1998, a copy of which is enclosed, I have enclosed for filing two original and two copies of applications for amendment for Massachusetts General Life Insurance Company. The first application changes the Company's jurisdiction from Massachusetts to Indiana, and the second application changes the Company's name to Conseco Life Insurance Company.

Please file the applications, certify one copy of each, and provide certificates of good standing. Our messenger will pick up the certified copies and certificates of good standing tomorrow afternoon.

I have enclosed a check in the amount of \$96.25 for the second application's filing and certification fees.

Please call me if you have any questions. Thank you for your prompt assistance in this matter.

Very truly yours,

Jessica J. Ferreri
Assistant to Paul A. Zeigler

Enclosures

D.K.
per
S.P.

13

RECEIVED
98 APR 21 AM 10:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
98 APR 21 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/21
gato
Amend
C.C. &
Cus.

Call when Ready
224-9634



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 10, 1998

KATZ, KUTTER, HAIGLER, ET AL.
ATTN: JESSICA J. FERRERI
P.O. BOX 1877
TALLAHASSEE, FL 32302

SUBJECT: MASSACHUSETTS GENERAL LIFE INSURANCE COMPANY
Ref. Number: 818938

We have received your document for MASSACHUSETTS GENERAL LIFE INSURANCE COMPANY and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The records of this office show that the above named entity is a Massachusetts corporation. If this corporation changed its jurisdiction from Massachusetts to Indiana, you must file an application for amendment with this office reflecting this change. We will require certification from Indiana stating that the corporation changed its jurisdiction from Massachusetts to Indiana, the certification must include the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 198A00019100

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)

FILED
98 APR 21 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Massachusetts General Life Insurance Company

Name of corporation as it appears on the records of the Department of State.

2. Massachusetts

Incorporated under laws of

3. August 5, 1965

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? Not Applicable

5. Not Applicable

Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."

6. If the amendment changes the period of duration, indicate new period of duration.

Not Applicable

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Indiana

New Jurisdiction

Michael A. Colliflower
Signature

April 17, 1998
Date

Michael A. Colliflower
Typed or printed name

Assistant Secretary
Title

CERTIFICATE OF COMPLIANCE

DEPARTMENT OF INSURANCE
STATE OF INDIANA

OFFICE OF
INSURANCE COMMISSIONER

September 24, 1997

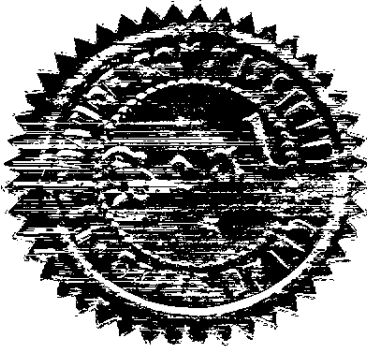
Indianapolis, Indiana

I, Sally McCarty, Insurance Commissioner of the State of
Indiana, do hereby certify that the MASSACHUSETTS GENERAL LIFE
INSURANCE COMPANY of Carmel, Indiana

has complied with all the requirements of the laws of this State applic-
able to said Company and is authorized to transact its appropriate
business of Stock Life

Class I (A)(B)

insurance in this State, in accordance with the laws thereof.



IN WITNESS WHEREOF, I have hereunto set
my hand and affixed the seal of my office at
Indianapolis, Indiana, the day and year
written above.

Sally McCarty
Insurance Commissioner

INSURANCE DEPARTMENT
STATE OF INDIANA
office of
COMMISSIONER OF INSURANCE

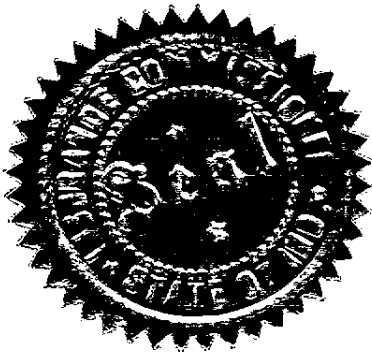
Indianapolis, Indiana, September 5, 19 97

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 Incorporation
of MASSACHUSETTS GENERAL LIFE INSURANCE COMPANY
(As Part of a Redomestication From Massachusetts to Indiana)

Approved June 2, 1997

with the original of 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
Commissioner of Insurance

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

OF

MASSACHUSETTS GENERAL LIFE INSURANCE COMPANY

I, SUE ANNE GILROY, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of the Indiana Business Corporation Law, as amended.

NOW, THEREFORE, I hereby issue to such corporation this Certificate of Incorporation, and further certify that its corporate existence will begin June 09, 1997.

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Ninth day of June, 1997.


Deputy

ARTICLES OF INCORPORATION

APPROVED
DEPARTMENT OF INSURANCE

OF

JUN 02 1997

MASSACHUSETTS GENERAL LIFE INSURANCE COMPANY

STATE OF INDIANA
INSURANCE COMMISSIONER

(As Part of a Redomestication From Massachusetts to Indiana)

ARTICLE I

The name of the Company shall remain MASSACHUSETTS GENERAL LIFE INSURANCE COMPANY.

ARTICLE II

The principal office of the Company shall be located at and within the County of Hamilton and State of Indiana at 11815 N. Pennsylvania Street, P.O. Box 1911, Carmel, Indiana 46032. The Company shall have power to conduct its business wherever authorized by law and may establish such other and additional offices for the conduct of its business either within or without the State of Indiana as to its Board of Directors shall deem necessary.

ARTICLE III

The Company shall be authorized to engage in and transact insurance under Class I (a) and (b) of Section 27-1-5 of the Indiana Code, as now in force or hereafter to be amended, and to effect reinsurance of risks taken by it and to assume by way of reinsurance similar risks, or portions thereof, effected or taken by other insurers or reinsurers.

ARTICLE IV

The corporate powers of the Company shall be exercised and its affairs managed by a Board composed of not less than five (5) nor more than nine (9) Directors. The actual number of Directors of the Company within the limits specified shall be fixed from time to time by and in the By-laws of the Company.

The Directors of the Company shall be elected each year by the shareholders at the annual meeting thereof and shall hold office until the next annual meeting of shareholders or until their respective successors are elected and qualified. In all elections for Directors of the Company, each shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are Directors to be elected, or to cumulate his shares and give one candidate as many votes as the number of Directors multiplied by his shares shall equal or to distribute them on the same principal among as many candidates as he thinks fit.

Any vacancy which may occur in the membership of the Board of Directors, caused by an increase in the number of Directors or otherwise (except death, resignation, or disqualification), shall be filled by a majority vote of the remaining members of the Board, until the next annual meeting of the shareholders, members or policyholders. A vacancy in the membership in the Board of Directors caused by death, resignation or disqualification of a member shall be filled by a majority vote of the remaining membership of the Board for the unexpired term of the directorship.

The following constitute the existing Board:

1. Stephen C. Hilbert, Chairman of the Board and Directors
2. Ngaire E. Cuneo, Director
3. Rollin F. Dick, Director
4. Donald F. Gongaware, Director
5. Lawrence W. Inlow, Director

The Officers of the Company shall be elected each year by the Directors at the annual meeting thereof, and by unanimous written consent and shall hold office until the next annual meeting of Directors or until their respective successors are elected and qualified.

The following constitute the existing Officers:

1. Stephen C. Hilbert, Chairman of the Board
2. Donald F. Gongaware, President and Chief Executive Officer
3. Rollin M. Dick, Executive Vice President and Chief Financial Officer
4. Lawrence W. Inlow, Executive Vice President, Secretary and General Counsel
5. James S. Adams, Senior Vice President and Treasurer
6. Michael A. Colliflower, Senior Vice President, Legal and Assistant Secretary
7. William T. Devanney, Jr., Senior Vice President, Corporate Taxes
8. Ronald F. Ruhl, Senior Vice President, Chief Actuary
9. K. Lowell Short, Jr., Senior Vice President, Controller
10. Robert E. Burkett, Jr., Vice President, Legal and Assistant Secretary
11. Marcus A. Dallas, Vice President, Finance
12. Joseph L. Maverick, Vice President, Investment Officer
13. Robert N. Wilkinson, Jr., Vice President, Investment Officer

The post office address for each Director and Officer is:

11815 N. Pennsylvania Street
Carmel, Indiana 46032

ARTICLE V

The authorized capital of the Company shall be \$5,251,000.00 to be represented by 5,250,000 shares of authorized common stock with a par value of \$1.00 per share and 1,000 shares of authorized preferred stock with a par value of \$1.00 per share, which shall be the only class of stock authorized to be issued by the Company. As of September 30, 1996, the Company had \$4,178,222 in outstanding common capital stock and \$37,400,000 in outstanding preferred capital stock.

The Board of Directors shall have the power, by appropriate resolution, to authorize the issuance of sale from time to time or at any time of all or any part of the remaining authorized but unissued shares of common stock in conformity with applicable law and the shareholders of the Company shall have no preemptive rights to acquire or subscribe for shares whether now or hereafter authorized nor to acquire or subscribe for any rights convertible into shares of the stock of the Company.

As of September 30, 1996, the Company had \$43,570,583 of paid in capital. The Company shall maintain no less than the minimum capital and surplus required by Indiana law to continue conducting the business of insurance.

ARTICLE VI

The duration of the Company shall be perpetual.

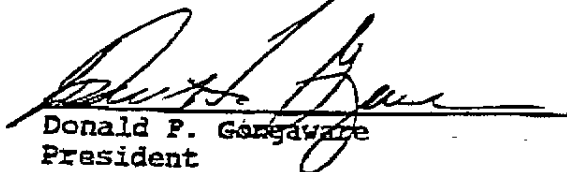
ARTICLE VII

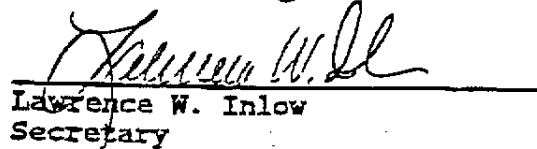
The Company shall have all of the rights, privileges, immunities and powers now or hereafter accorded it by the law under which it is incorporated, including, but not limited to, the capacity to sue and be sued, complain and defend in its corporate name; to have a corporate seal which may be altered at pleasure and to use the same or a facsimile thereof; to borrow money and to issue its notes, bonds or debentures to evidence the same; to merge or consolidate with any other corporation or to reorganize or reincorporate in any manner permitted by law; and to have an exercise all and every power necessary or convenient to effect any or all of the purposes for which the Company is formed.

ARTICLE VIII

The Company shall be bound by all the terms and provisions of the Indiana Code, applicable to similar domestic companies organized or incorporated thereunder, and shall be considered as organized under Title 27, Article 1, Chapter 6 of said Code.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Reorganization on the 30th day of January, 1997.


Donald P. Gonsdware
President


Lawrence W. Inlow
Secretary

STATE OF INDIANA)
COUNTY OF HAMILTON) SS:

ACKNOWLEDGEMENT

On this day personally appeared before the undersigned, a Notary Public within and for the County and State aforesaid, duly qualified, commissioned and acting, the within named Lawrence W. Inlow, to me personally well known, who stated that he had so signed, executed and delivered said foregoing instrument for the consideration and purposes therein mentioned and set forth.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal this 30th day of January, 1997.


Notary Public

My Commission Expires:

1/12/98

NOTARY PUBLIC
Martha M. Garrett
My Commission Expires: January 12, 1998



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

June 6, 1997

CERTIFICATION

I have examined the Articles of Incorporation of Massachusetts General Life 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

Gordon E. White, Jr.
Deputy Attorney General
Atty No. 0001041-49




STATE OF INDIANA)
COUNTY OF HAMILTON) SS:

ACKNOWLEDGEMENT

On this day personally appeared before the undersigned, a Notary Public within and for the County and State aforesaid, duly qualified, commissioned and acting, the within named Donald F. Gongaware, to me personally well known, who stated that he had so signed, executed and delivered said foregoing instrument for the consideration and purposes therein mentioned and set forth.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal this 30th day of January, 1997.



Notary Public

My Commission Expires: 1/12/98

NOTARY PUBLIC
Martha M. Garrett
My Commission Expires: January 12, 1998



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

June 6, 1997

CERTIFICATION

I have examined the Articles of Incorporation of Massachusetts General Life 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

Gordon E. White, Jr.
Deputy Attorney General
Atty No. 0001041-49