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American Health and Life Insurance Company
P. O. Box 2548, Fort Worth, Texas 76113
307 West 7th Street, Suite 400, Fort Worth, Texas 76102
Telephone: (817) 348-7500

April 27 1998

100002531571-3
-05/21/98--01057--013
***140.00 ***140.00

Florida Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Redomestication of American Health and Life Insurance Company from Maryland to Texas

Dear Sir/Madam:

As a result of our Company's redomestication from Maryland to Texas and the change of our Home Office address to 307 West 7th Street, Suite 400, Fort Worth, Texas 76102, we are filing an application for amendment titled "Application By Foreign Profit Corporation To File Amendment to Application For Authorization To Transact Business In Florida." The application has been properly executed by Peter B. Dahlberg, President of American Health and Life Insurance Company, who is authorized to do so.

We are also enclosing our Company's check number 362450, dated April 27, 1998, for \$140.00 as the \$35.00 filing fee and \$105 for **two certified copies**.

Thank you in advance for your prompt attention in this matter. If you have questions or need additional information, please feel free to call me toll-free at 1-800-316-5607. When the recording answers, you may press "0" and request my extension (#7160).

Sincerely,

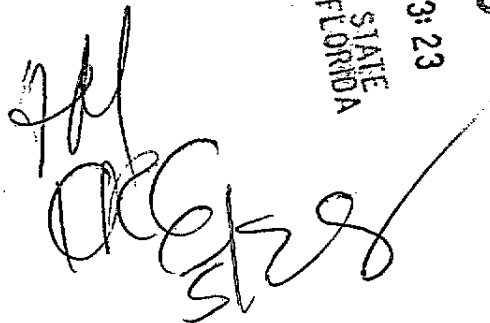


Carol Dawn Bridges
Manager, Administrative Support

CDB/mos

Enclosures

FILED
98 MAY 21 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(s. 607.1504, F.S.)

FILED
98 MAY 21 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. American Health and Life Insurance Company
Name of corporation as it appears on the records of the Department of State.

2. Incorporated under laws of: Texas (Redomesticated from Maryland 2-3-98)

3. Date authorized to do business in Florida: ~~December 8, 1954~~ 11/4/54

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?

N/A

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

N/A

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

N/A

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

Texas effective February 3, 1998


Signature

April 24, 1998
Date

Peter B. Dahlberg
Typed or printed name

President
Title



Texas Department of Insurance

333 Guadalupe Street P.O. Box 149104 Austin, Texas 78714-9104
512/463-6169

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of Articles of Redomestication and Articles of Incorporation of AMERICAN HEALTH AND LIFE INSURANCE COMPANY, Fort Worth, Texas, consisting of five (5) pages. I further certify that such documents are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 20th day of April, 1998.

ELTON BOMER
COMMISSIONER OF INSURANCE

BY: 

M.J. (Mike) Arendall, Admissions Officer
Insurer Services Division
Order No. 96-1276

No. 98-0135

OFFICIAL ORDER
of the
COMMISSIONER OF INSURANCE
of the
STATE OF TEXAS
AUSTIN, TEXAS

Date: FEB 03 1998

Subject Considered:

AMERICAN HEALTH AND LIFE INSURANCE COMPANY
Baltimore, Maryland
TDI No. 02-03080

REDOMESTICATION
AND CERTIFICATE OF AUTHORITY

DOCKET NO. R-98-0109

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, the application of AMERICAN HEALTH AND LIFE INSURANCE COMPANY, Baltimore, Maryland, to redomesticate and to amend its Certificate of Authority to change its home office from Baltimore, Maryland, to Fort Worth, Texas.

Pursuant to TEX. INS. CODE ANN. art. 1.38, evidence has been submitted that AMERICAN HEALTH AND LIFE INSURANCE COMPANY has amended its Certificate of Incorporation by restatement and changed the home office of the Company from Baltimore, Maryland to Fort Worth, Texas. The Insurance Administration of the State of Maryland has submitted a letter of no objection to the redomestication.

THEREFORE, based upon the representations made by AMERICAN HEALTH AND LIFE INSURANCE COMPANY and upon recommendation by staff, the Commissioner of Insurance finds that the redomestication of AMERICAN HEALTH AND LIFE INSURANCE COMPANY should be, and is hereby approved.

Further, it is ORDERED that the Certificate of Authority No. 2929, dated October 22, 1962, issued to AMERICAN HEALTH AND LIFE INSURANCE COMPANY, Baltimore, Maryland, be, and the same is hereby canceled and that an amended Certificate of Authority be issued to AMERICAN HEALTH AND LIFE INSURANCE COMPANY, Fort Worth, Texas.

ELTON BOMER
COMMISSIONER OF INSURANCE

BY: Kathy A. Wilcox
Kathy A. Wilcox, Director
Insurer Services
Order 94-0580

Recommended By:

Lori Cottingham
Lori Cottingham, Insurance Specialist
Insurer Services

ARTICLES OF REDOMESTICATION

AND

ARTICLES OF INCORPORATION

OF

AMERICAN HEALTH AND LIFE INSURANCE COMPANY

Pursuant to Article 1.38 of the Texas Insurance Code, the undersigned individuals, being citizens of the State of Texas and acting as incorporators, do hereby submit these Articles of Redomestication and Articles of Incorporation, and certify the following:

1. The name of the corporation (hereinafter referred to as the "corporation") is AMERICAN HEALTH AND LIFE INSURANCE COMPANY.

2. The corporation was incorporated as Cavalier Life Insurance Company in the State of Maryland on June 16, 1954.

3. The Amended and Restated Articles of Incorporation set forth herein restates, integrates and amends the Articles of Incorporation of the corporation by entitling same as Amended and Restated Articles of Incorporation, changing the corporation's name, changing the corporation's home office, limiting the liability of the directors of the corporation, and further conforming such Articles of Incorporation to the requirements of the Texas Insurance Code.

4. Effective upon the date of the issuance of these Articles of Redomestication and Articles of Incorporation by and under the seal of the department of Insurance of the State of Texas, the corporation hereby changes its domicile from the State of Maryland to the State of Texas, and hereby adopts the Amended and Restated Articles of Incorporation set forth herein.

5. Upon the taking of effect of these Articles of Redomestication and Articles of Incorporation, the corporation shall be and continue to be possessed of all privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the State of Texas, and all privileges, franchises and powers belonging to said corporation, and all property, real, personal, and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, policy forms and rates, outstanding insurance policies, capital structure, and all choices in action, shall be and the same hereby are, ratified, approved confirmed and assured to the corporation, with like effect and to all intents and purposes as if it has been originally incorporated under the laws of the State of Texas. Without limitation to the foregoing, the corporation shall be given recognition as a domestic company of the State of Texas pursuant to Article 1.38 of the Texas Insurance Code, from and after June 16, 1954, the date of incorporation in the State of Maryland.

6. These Articles of Redomestication and Articles of Incorporation were duly adopted and approved by unanimous written consent of the Board of Directors of the corporation and by the stockholders of the corporation entitled to vote thereon.

7. The text of the Articles of Incorporation of the corporation is amended and restated to read as herein set forth in full.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

Of

AMERICAN HEALTH AND LIFE INSURANCE COMPANY

ARTICLE ONE

The name and residence of each of the incorporators is as follows:

| <u>Name</u> | <u>Residence</u> |
|-------------------|---|
| Peter B. Dahlberg | 6009 Annandale Fort Worth, Texas 76132 |
| Michael A. Griver | 4404 Dunwick Lane Fort Worth, Texas 76109 |
| Marla D. Lee | 1941 Forest Park Blvd. Fort Worth, Texas 76110 |

ARTICLE TWO

The name of the corporation (hereinafter referred to as the "corporation" is American Health and Life Insurance Company.

ARTICLE THREE

The location of the home office of the corporation shall be Fort Worth, Tarrant County, Texas.

ARTICLE FOUR

The purposes for which the corporation is organized are for the transaction of any and all kinds, classes, types and forms of life, accident and health, credit life, and credit accident and health insurance, annuity contracts of every type and combinations of any two or more of such insurance business as is now or hereafter permitted and authorized under the laws of the State of Texas, the District of Columbia, or any state, nation, country, territory, possession or principality in which the corporation is authorized to do business, to reinsure any such risk or any part thereof ceded to it by other insurance companies; to hold and own one or more insurance subsidiaries; and the transaction of any and all lawful business not inconsistent with the purposes enumerated herein.

The foregoing clause shall be construed as powers as well as purposes. The enumeration herein of specific purposes and powers shall not be held to limit or restrict in any way the general purposes and powers of the corporation. The matters specified in such clause shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of any other Article of these Articles of Incorporation, but the purposes and powers specified in the foregoing clause of this Article shall be regarded as independent purposes and powers.

ARTICLE FIVE

The period of duration of the corporation is perpetual.

ARTICLE SIX

The aggregate number of shares which the corporation shall have authority to issue is thirty thousand (30,000), all of which are of one class and one hundred dollars (\$100.00) par value.

ARTICLE SEVEN

Shareholders of the corporation shall have no preemptive right to acquire additional, unissued, or treasury shares of the corporation.

ARTICLE EIGHT

No holder of any class of shares of the corporation shall be entitled to cumulate his votes at any election of directors.

ARTICLE NINE

A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except to the extent otherwise expressly provided by the Texas Miscellaneous Corporation Laws Act and/or the Texas Business Corporation Act, as such statutes now exist or may hereafter be amended. Any repeal or modification of this paragraph by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

ARTICLE TEN

The corporation shall indemnify and may provide indemnity insurance for each director, officer or employee of the corporation to the fullest extent permitted by law.

ARTICLE ELEVEN

Any action required by Texas Business Corporation Act to be taken at an annual or special meeting of shareholders, or any action which may be taken at an annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without vote, if a consent or consents in writing, setting forth the action so taken shall be signed by the holder or holders of shares having not less than a minimum number of votes that would be necessary to take such action at a meeting which the holders of all shares entitled to vote on the action were present and voted.

ARTICLE TWELVE

The post office address of the initial registered office of the corporation in the State of Texas is American Health and Life Insurance Company, Attention: Marla D. Lee, 307 West 7th Street, Suite 400, Fort Worth, Texas 76102.

ARTICLE THIRTEEN

The number of directors constituting the initial Board of Directors of the corporation is nine (9) and the name and address of the persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are elected and qualified are:

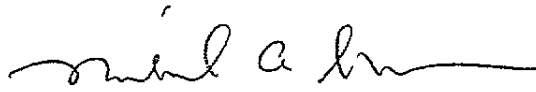
| <u>Name</u> | <u>Address</u> |
|----------------------|--|
| Richard C. Agnello | 5302 Mesa Verde Trail Arlington, Texas 76017 |
| Micah E. Beuhler | 2704 River Forest Court Bedford, Texas 76021 |
| Donald R. Cooper | E10 Woodfield Drive Asheville, North Carolina 28803 |
| Peter B. Dahlberg | 6009 Annandale Fort Worth, Texas 76132 |
| Michael A. Griver | 4404 Dunwick Lane Fort Worth, Texas 76109 |
| Dianna L. Cook | 227 Hidden Oaks Drive Weatherford, Texas 76087 |
| Lyndon L. Olson, Jr. | 3812 Greenleaf Drive Waco, Texas 76170 |
| William J. Sheppard | 515 Ocean Ave., #406 South Santa Monica, CA 90402 |
| James E. Poe | 7912 Morning Lane Fort Worth, Texas 76123 |

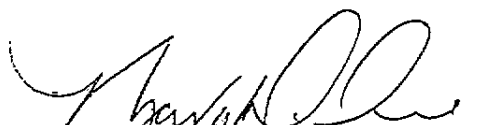
ARTICLE FOURTEEN

From time to time, any of the provisions of these Articles of Incorporation may be amended, altered or repealed and other provisions authorized by the laws of the State of Texas at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all contracts and rights at any time conferred upon the shareholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their hands as incorporators this 15th day of September, 1997.


Peter B. Dahlberg


Michael A. Griver


Marla D. Lee