

579120

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
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-07/16/97--01039--017
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 JUL 16 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

[Handwritten Signature]

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
STERLING INVESTORS LIFE INSURANCE COMPANY**

FILED
97 JUL 16 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the Corporation is Sterling Investors Life Insurance Company (the "Corporation").

II.

Article VI of the Articles of Incorporation of the Corporation is amended to read as follows:

**"ARTICLE VI. REGISTERED OFFICE
AND AGENT AND PRINCIPAL OFFICE**

The street address of the principal office of the Company shall be in Pinellas County at SouthTrust Bank Building, 150 Second Avenue North, Suite 500, St. Petersburg, Florida 33701; and the name and address of the registered agent of the Company is the Treasurer and Insurance Commissioner of the State of Florida, The Capitol, Tallahassee, Florida 32301."

III.

The amendment does not provide for an exchange, reclassification, or cancellation of issued shares of the Corporation.

IV.

The amendment was adopted by the Board of Directors of the Corporation on March 17, 1997.

V.

The amendment was unanimously approved by the sole shareholder of the Corporation on March 17, 1997.

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation of
the Corporation are executed this 25th day of June, 1997.

STERLING INVESTORS LIFE INSURANCE COMPANY

By: Neil L. Bates
Neil L. Bates

Title: President