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A LIMITED LIABILITY PARTNERSHIP

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October 27, 1999

Department of State, Division of Corporations
Corporate Filing
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

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-10/28/99--01067--018
*****35.00 *****35.00

Re: Sterling Investors Life Insurance Company

Dear Madam or Sir:

Our firm represents Sterling Investors Life Insurance Company ("SILIC"), a Florida corporation, doing business in St. Petersburg. Like all insurance companies, SILIC must comply with the various regulatory requirements in the states in which it does business.

In order to comply with a recent change in the minimum capitalization requirements under the laws of the State of California, SILIC has recently voted to amend its Articles of Incorporation to allow for an increase in the number of authorized shares of stock from the current \$2MM up to \$5MM.

The attached materials document the recent vote of the shareholders of SILIC to make this amendment to SILIC's Articles of Incorporation, the actual wording of the amendment, and the consent of SILIC's sole shareholder to this change. Also enclosed is a check for \$35.00 to cover the filing fees incurred.

FILED

00 JAN 24 AM 11:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

orig rec.
10/31/99

S. PAYNE JAN 26 2000

Amend

MORRIS, MANNING & MARTIN
A LIMITED LIABILITY PARTNERSHIP

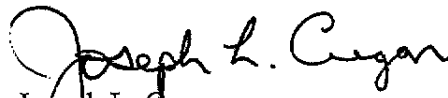
October 27, 1999

Page 2

Thank you for your attention to this matter. Kindly please stamp a copy of this cover letter to denote the date of receipt, and return it to me in the enclosed, self-addressed, stamped envelope. If you have any questions or need any additional information regarding this request, please call me at (404) 504-7782.

Very truly yours,

MORRIS, MANNING & MARTIN, L.L.P.


Joseph L. Cregan

JLC:les
Enclosure

cc: Rodney L. Hale
Curt Hagelman
Thomas A. Player, Esq

INTER-OFFICE MEMORANDUM

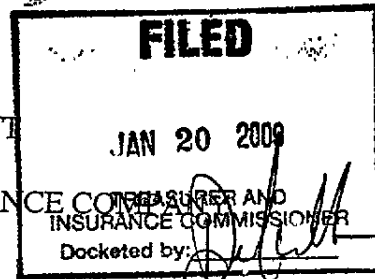
TO: Ray Kennedy
FROM: David W. Nam
SUBJECT: STERLING INVESTORS LIFE INSURANCE COMPANY
Assignment No. 33690-00-CO
DATE: January 24, 2000

The attached amended articles of incorporation for Sterling Investors Life Insurance Company were reviewed and appear to comply with the legal requirements of the Florida Insurance Code.

DWN:gb

cc: Paul Johns

ARTICLES OF AMENDMENT
FOR
STERLING INVESTORS LIFE INSURANCE COMPANY



1.

The name of the corporation is:

STERLING INVESTORS LIFE INSURANCE COMPANY

2.

Article IV of the Articles of Incorporation of the corporation shall be amended to be and read as follows:

"ARTICLE IV - CAPITAL STOCK

The maximum number of shares which the company is authorized to issue is five million (5,000,000) common shares, with a par value of one dollar (\$1.00)."

3.

The amendment was duly adopted on September 21st, 1999 by the Sole Shareholder and by the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment on the 22nd day of September, 1999.

By: Rodney L. Hale
Rodney L. Hale, President

Karen Puente Phillips
Karen Puente Phillips, Secretary

FILED
00 JAN 24 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA