

800 793

JEFFERSON PILOT FINANCIAL

Jefferson Pilot Financial
One Granite Place
PO Box 515
Concord, NH 03302-0515

business 603 226 5000

VIA FEDERAL EXPRESS

July 26, 2000

Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **Jefferson Pilot Financial Insurance Company**
Document #800793
Redomestication from New Hampshire to Nebraska

Gentlemen:

In accordance with your letter of July 19, 2000, I enclose the following:

- For Profit Corporation - Amendment to Application
- A certified copy of the Amended and Restated Articles from the State Nebraska
- Check in the amount of \$43.75 for filing fee and Certified Copy.

If there is anything further you need, please do not hesitate to call (603)226-5387.

Sincerely,



Ruth Kimball
Administrative Assistant
Law Department

Enclosures

300003338093--9
-07/27/00-01056-006
*****43.75 *****43.75
FILED
00 JUL 27 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
Change Jurisdiction*

T. LEWIS JUL 28 2000

VIA FEDERAL EXPRESS



**JEFFERSON PILOT
FINANCIAL**

Jefferson Pilot Financial
One Granite Place
PO Box 515
Concord, NH 03302-0515

business 603 226 5000

July 14, 2000

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

**Re: Jefferson Pilot Financial Insurance Company
Document #800793
Redomestication from New Hampshire to Nebraska**

Gentlemen:

Effective June 12, 2000, Jefferson Pilot Financial Insurance Company was redomesticated from New Hampshire to Nebraska. I have enclosed the following:

- A certified copy of the Approval of Outbound Redomestication from the the State of New Hampshire
- A certified copy of the Amended and Restated Articles from the State Nebraska
- A certificate of Compliance from the State of Nebraska

If there is anything further you need, please let me know (603)226-5387.

Sincerely,

Ruth Kimball
Administrative Assistant
Law Department

Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 19, 2000

RUTH KIMBALL, ADMINISTRATIVE ASSISTANT
JEFFERSON PILOT FINANCIAL
P. O. BOX 515
CONCORD, NH 03302-0515

SUBJECT: JEFFERSON PILOT FINANCIAL INSURANCE COMPANY
Ref. Number: 800793

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 400A00039447

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
00 JUL 27 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Jefferson Pilot Financial Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. New Hampshire 3. March 4, 1951
Incorporated under laws of 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? _____
5. _____
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.

New Jurisdiction

Shari J. Lease
Signature

July 24, 2000
Date

Shari J. Lease
Typed or printed name

Vice President & Assistant Secretary
Title

STATE OF NEBRASKA DEPARTMENT OF INSURANCE

CERTIFICATION

June 20, 2000

I, L. TIM WAGNER, Director of Insurance of the State of Nebraska, do hereby
certify that the attached is a full and correct copy of

AMENDED AND RESTATED ARTICLES OF INCORPORATION

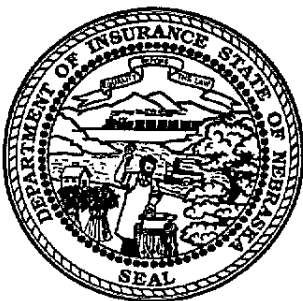
AND REDOMESTICATION

FOR

JEFFERSON PILOT FINANCIAL INSURANCE COMPANY

Now on file and forming a part of the records of this Department.

I hereto subscribe my name under the seal of my office, at Lincoln, Nebraska.



L. Tim Wagner

DIRECTOR OF INSURANCE

NEBRASKA DEPT INSURANCE

AMENDED AND RESTATED

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE

ARTICLES OF INCORPORATION AND REDOMESTICATION

JUN 08 2000

OF

JUN 08 2000

APPROVED

Tentative Approval
NOT FINAL

JEFFERSON PILOT FINANCIAL INSURANCE COMPANY

1. Name. The name of the corporation shall be Jefferson Pilot Financial Insurance Company.
2. Principal Purpose. The principal purpose or purposes for which this corporation is established are to insure persons against loss of life, illness, or personal injury resulting from any cause, to make contracts for endowments, to grant and purchase annuities, to insure persons and corporations against loss on account of liability to others for personal injuries, fatal or otherwise, to issue and become surety upon official, indemnity and other bonds, and in general to conduct the business of life, health, casualty, liability and indemnity insurance, in any or all its branches, to invest its funds in real estate, personal property and securities, subject to such limitations as may be provided by law, and to manage, convey, mortgage, and pledge the same or any part thereof as required in the transaction of its business, and to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real and personal property, wherever situated; and the corporation may engage in any other business for which a corporation may now or hereafter be organized under and may exercise all general powers conferred by applicable law.
3. Shares. The aggregate number of shares which the corporation shall have authority to issue is Six Hundred Thousand (600,000) shares of stock, of five dollar (\$5.00) par value, all of the same class.
4. Registered Office. The corporation's initial registered office in the State of Nebraska shall be at 8801 Indian Hills Drive, Omaha, Nebraska 68114 and the name of its initial registered agent at that office is Charles D. Cunningham, Jr.
5. Amendment. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

6. Directors Liability. A director of the corporation shall not be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director except liability for:

- (a) the amount of a financial benefit received by a director to which he or she is not entitled;
- (b) an intentional infliction of harm on the corporation or the shareholders;
- (c) a violation of Neb. Rev. Stat. §21-2096 or any successor section of the Nebraska Business Corporation Act; or
- (d) an intentional violation of criminal law.

If the Nebraska Business Corporation Act is amended after the effective date of these Amended and Restated Articles of Incorporation and Redomestication in a way that authorizes the further elimination or limitation of the liability of directors, then the liability of directors of the corporation shall be eliminated or limited to the fullest extent permitted by the Act.

7. Re-Domestication. These Amended and Restated Articles of Incorporation and Redomestication are meant to be the Articles of the same company incorporated in the State of Tennessee on October 9, 1903, under the name "Volunteer State Life Insurance Company", as then redomesticated to the State of New Hampshire on July 1, 1991 and as now redomesticated to the State of Nebraska.

The redomestication and these Amended and Restated Articles of Incorporation and Redomestication shall be effective on June 12, 2000.

JEFFERSON PILOT FINANCIAL INSURANCE COMPANY

by: Dennis R. Glass 6/2/00
Dennis R. Glass
Executive Vice President

Attest:

Robert A. Reed
Robert A. Reed, Secretary