811023

CELTIC

Celtic Insurance Company
Sears Tower
233 South Wacker Drive, Suite 700
Chicago, Illinois 60606-6393
312-332-5401

SECRETARY OF STATE DIVISION OF CORPORATIONS
FILED
00 SEP 18 AM 10:31

May 31, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

NAIC #270-80799
FEIN #06-0641618

RE: Your letter addressed to Gregory Seeger
Name Change of Celtic Life Insurance Company

700003278347--7
-06/06/00--01071--005
*****35.00 *****35.00

Your above referenced letter has been forwarded to me for a response.

Enclosed you will find the following information to complete the process of changing the name of Celtic Life Insurance Company to Celtic Insurance Company:

- Application for amendment;
- Certified Certificate of Authority from Illinois, Celtic's state of domicile; and
- Required filing fee.

If additional information is needed, please do not hesitate to contact me at the number listed below.

Sincerely,

Michele O'Doherty

Michele O'Doherty
Assistant Vice-President
Policy Form Compliance
Direct Line (312) 332-8332
Fax (312) 441-0822
e-mail modoherty@celtic-net.com

Amend & N/C

9-20-2000 VB

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 13, 2000

MICHELE O'DOHERTY
CLTIC INSURANCE CO., SEARS TOWER
233 S. WACKER DR., STE. 700
CHICAGO, IL 60606-6393

SUBJECT: CELTIC LIFE INSURANCE COMPANY
Ref. Number: 811023

We have received your document for CELTIC LIFE INSURANCE COMPANY and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We have no record of an Illinois corporation by the above name, however we do have a Rhode Island corporation by this name, if this is the correct corporation please correct your document accordingly.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 700A00033810

Rec'd 8/14

CELTIC

Celtic Insurance Company

Sears Tower
233 South Wacker Drive, Suite 700
Chicago, Illinois 60606-6393
312-332-5401

August 7, 2000

Velma Shepard
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

NAIC #270-80799
FEIN #06-0641618

RE: Name Change of Celtic Life Insurance Company
Ref. Number 811023

Dear Ms. Shepard:

Based on our telephone conversation, enclosed you will find the following information to complete the process of changing the name of Celtic Life Insurance Company to Celtic Insurance Company:

- Application for amendment;
- Certified Certificate of Authority showing approval from Illinois, Celtic's state of domicile; and
- Copy of the Articles of Reorganization.

If additional information is needed, please do not hesitate to contact me at the number listed below.

Sincerely,

Michele O'Doherty

Michele O'Doherty
Assistant Vice-President
Policy Form Compliance
Direct Line (312) 332-8332
Fax (312) 441-0822
e-mail modoherty@celtic-net.com

CELTIC INSURANCE COMPANY
233 South Wacker Drive
Chicago, Illinois

FAX COVER SHEET

DATE:	September 18, 2000	**TIME:**	
TO:		**PHONE:** **FAX:**	(850) 487-6909 (850) 487-6897
FROM:	Michele O'Doherty Celtic Insurance	**PHONE:** **FAX:**	312-332-8332 312-441-0822
RE:			
CC:			

Number of pages including cover sheet: 4

Message

Velma:

Attached is a copy of the Amended Articles of Incorporation filed with the state of Illinois. The first amendment shows the company's new name and the second amendment shows all previous names, including Celtic Life Insurance Company. Hope this is satisfactory and you can move forward.

Thanks for all your help

Michele O'Doherty

Assistant Vice President

Policy Form Compliance

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.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 18 AM 10:31

SECTION I
(1-3 MUST BE COMPLETED)

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

2. Rhode Island
Incorporated under laws of

3. 5/11/56
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? December 15, 1999

5. Celtic Insurance Company
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.

June 1, 2000
New Duration

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

Illinois
New Jurisdiction

Michele O'Doherty
Signature

8/7/00
Date

Michele O'Doherty
Typed or printed name

Assistant Vice President, Compliance
Title

AMENDED CERTIFICATE OF AUTHORITY

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE

Whereas, the CELTIC INSURANCE COMPANY

located at CHICAGO, in the State of ILLINOIS has complied with all the requirements of the "ILLINOIS INSURANCE CODE" applicable to said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do hereby authorize the said Company to transact its appropriate business as set forth under Clause(s) (a) and (b) of Class 1

of Section 4 of the "ILLINOIS INSURANCE CODE" in this State, in accordance with the laws thereof.

DEPARTMENT OF INSURANCE ★ STATE OF ILLINOIS ★ UNION NATIONAL SOVEREIGNTY STATE 1868 1818

In Testimony Whereof,

I hereto set my hand and cause to be affixed the Seal of my office.

Done at the City of Springfield, this 15th

day of December, 19 99

Nat Shapo

Nathaniel S. Shapo, *Director of Insurance*

Blank No. 878—Certificate of Authority—Domestic Companies

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: MAY 1 2 2000 Nat Shapo
Director of Insurance

Printed on Recycled Paper

IL446-0135 (1/92)

Amended Articles of Incorporation

of

Celtic Life Insurance Company

The undersigned company adopts the following Amended Articles of Incorporation:

FIRST: The name of the company is Celtic Insurance Company.

SECOND: The company was incorporated by the General Assembly of the State of Rhode Island by Act S 162, May 3, 1949, under the original name Resolute Credit Life Insurance Company; said Act was amended by Act 73-S 253, April 13, 1973, to change the name to Resolute Life Insurance Company, amended on November 18, 1975, to change the name of the company to American Reserve Life Insurance Company, and further amended on March 21, 1980, to change the name of the company to Celtic Life Insurance Company.

THIRD: The location of the company's principal office is Chicago, Illinois.

FOURTH: The period of duration of the company is perpetual.

FIFTH: The company shall engage in Class I insurance business as provided in Section 4 of the Illinois Insurance Code and proposes to write those kinds of insurance described in subsection (a), entitled "Life" and subsection (b), entitled "Accident and Health" to said Class 1 of such Section 4, and every insurance appertaining thereto or connected therewith, and shall do all things necessary or incident thereto.

SIXTH: The number of directors of the company shall be fixed by the by-laws but the number shall not be less than three or more than twenty-one; the term of office for each director is one year;

directors are elected at the annual meeting of the company and shall hold office until the next annual meeting of the shareholders and until their successors are chosen and qualified. The other officers of the company shall be elected annually by the board of directors at the first regular meeting or at a special meeting of the board after such annual election. Vacancies occurring on the board of directors by death or otherwise shall be filled by a majority vote of the members of the board of directors.

SEVENTH: The amount of authorized capital of the company is $2,500,000; the number of authorized and issued shares of common stock is 250,000 and the par value of such common stock is $10 per share; the paid-up capital of the company at the date hereof is $2,500,000.

EIGHTH: The company shall have the power to buy, sell and hold the capital stock, bonds and other property of persons, firms and corporations and may invest its surplus and other funds in such stocks, bonds, mortgages, securities or real estate as its board of directors may from time to time determine, as provided by the Illinois Insurance Code.

NINTH: The company may ordain and pass such rules, regulations, and by-laws for the government of said company, and the conduct of the business thereof as may be judged expedient, not repugnant to law.

TENTH: The board of directors of the company may from time to time adopt, change, amend or repeal by-laws not inconsistent with law governing the transaction of its business and affairs.

ELEVENTH: Nothing herein contained shall require the company to insure every kind of risk which it is authorized to insure.

TWELFTH: The company shall have all the powers, benefits and privileges and be subject to the duties and liabilities set forth in the Illinois Insurance Code in all acts in amendment thereof or in addition thereto, so far as the same may be applicable to the company.

THIRTEENTH: The company shall have the power to merge any other company into itself, or may itself be merged into any other company in the manner provided for in the Illinois Insurance Code.

FOURTEENTH: The company shall have the power to reinsure the whole or any part of the risks of any other insurance company so long as such risks come within Article Fifth of these Articles.

FIFTEENTH: The company shall be bound by all the terms and provisions of the Illinois Insurance Code, as from time to time amended.

Date: 1st day of December, 1999

CELTIC LIFE INSURANCE COMPANY

By [signature]
Frederick J. Manning
President

By Linda P Willett
Linda P. Willett
Assistant Secretary

Approved 12/15/99

State of Illinois
Department of Insurance

by: Nat Shapo
Director of Insurance

ARTICLES OF REORGANIZATION

OF

CELTIC LIFE INSURANCE COMPANY

Pursuant to the provisions of Section 181 of the Illinois Insurance Code (1988) the undersigned company adopts the following Articles of Reorganization:

FIRST: The name of the company is Celtic Life Insurance Company.

SECOND: The company was incorporated by the General Assembly of the State of Rhode Island by Act S 162, May 3, 1949, under the original name Resolute Credit Life Insurance Company; said Act was amended by Act 73-S 253, April 13, 1973 to change the name to Resolute Life Insurance Company, and further amended on November 18, 1975, to change the name of the company to American Reserve Life Insurance Company, and finally amended on March 21, 1980, to change the name of the company to Celtic Life Insurance Company.

THIRD: The location of the company's principal office is Chicago, Illinois.

FOURTH: The period of duration of the company is perpetual.

FIFTH: The company shall engage in Class I insurance business as provided in Section 4 of the Illinois Insurance Code and proposes to write those kinds of insurance described in

"Accident and Health" to said Class 1 of such Section 4, and every insurance appertaining thereto or connected therewith, and shall do all things necessary or incident thereto.

SIXTH: The number of directors of the company shall be fixed by the by-laws but the number shall not be less than three or more than twenty-one; the term of office for each director is one year; directors are elected at the annual meeting of the company and shall hold office until the next annual meeting of the shareholders and until their successors are chosen and qualified. The other officers of the company shall be elected annually by the board of directors at the first regular meeting or at a special meeting of the board after such annual election. Vacancies occurring on the board of directors by death or otherwise shall be filled by a majority vote of the members of the board of directors.

SEVENTH: The amount of authorized capital of the company is $2,500,000; the number of authorized and issued shares of common stock is 250,000 and the par value of such common stock is $10 per share; the paid-up capital of the company at the date hereof is $2,500,000.

EIGHTH: The company shall have the power to buy, sell and hold the capital stock, bonds and other property of persons, firms and corporations and may invest its surplus and other funds in such stocks, bonds, mortgages, securities or real estate as its board of directors may from time to time determine, as provided by the Illinois Insurance Code.

NINTH: The company may ordain and pass such rules, regulations, and by-laws for the government of said company, and the conduct of the business thereof as may be judged expedient, not repugnant to law.

TENTH: The board of directors of the company may from time to time adopt, change, amend or repeal by-laws not inconsistent with law governing the transaction of its business and affairs.

ELEVENTH: Nothing herein contained shall required the company to insure every kind of risk which it is authorized to insure.

TWELFTH: The company shall have all the powers, benefits and privileges and be subject to the duties and liabilities set forth in the Illinois Insurance Code in all acts in amendment thereof or in addition thereto, so far as the same may be applicable to the company.

THIRTEENTH: The company shall have the power to merge any other company into itself, or may itself be merged into any other company in the manner provided for in the Illinois Insurance Code.

FOURTEENTH: The company shall have the power to reinsure the whole or any part of the risks of any other insurance company so long as such risks come within Articles Fifth of these Articles.

FIFTEENTH: The company shall be bound by all the terms and provisions of the Illinois Insurance Code, as from time to time amended.

SIXTEENTH: These articles of Reorganization are effective as of January 1, 1991.

Date: 17 day of December, 1990

CELTIC LIFE INSURANCE COMPANY

By ____________________
Frederick J. Manning
Chairman and
Chief Executive Officer

By ____________________
Thomas L. Gahlon
Senior Vice President

ATTEST ____________________
Elizabeth A. Pugh
Assistant Secretary

Approved JANUARY 1, 1991

State of Illinois
Department of Insurance

by ____________________
Director of Insurance

CELTIC LIFE INSURANCE COMPANY

CERTIFICATE OF ASSISTANT SECRETARY

I, Elizabeth A. Pugh, do hereby certify that I am the duly elected and qualified Assistant Secretary and the keeper of the records Celtic Life Insurance Company and that the attached is a true and correct copy of the Articles of Reorganization pursuant to Section 181 of the Illinois Insurance Code (1988).

In witness whereof, I have subscribed my name as Assistant Secretary and have caused the corporate seal of said corporation to be hereunto affixed this 17th day of December, 1990.

Elizabeth A Pugh

Elizabeth A. Pugh
Assistant Secretary