814006

LAW OFFICES
MITCHELL, WILLIAMS,
SELIG, GATES & WOODYARD, P.L.L.C.

425 WEST CAPITOL AVENUE, SUITE 1800
LITTLE ROCK, ARKANSAS 72201-3525
TELEPHONE 501-688-8800
FAX 501-688-8807

130 WEST CENTRAL AVENUE
POST OFFICE BOX 658
BENTONVILLE, ARKANSAS 72712-0658
TELEPHONE 501-273-9561
FAX 501-273-0527

418 TOWN CENTER EAST
BELLA VISTA, ARKANSAS 72714
TELEPHONE 501-855-9562
FAX 501-855-9564

MARSHA TALLEY BALLARD
W. CHRISTOPHER BARRIER
SHERRY P. BARTLEY
STEVE BAUMAN
R. T. BEARD, III
CHARLES R. CAMP
FREDERICK K. CAMPBELL
DOAK FOSTER
BYRON FREELAND
ALLAN GATES*
JOSEPH W. GELZINE
JACK D. GRUNDFEST***
DONALD H. HENRY
HERMANN IVESTER**
ERNEST G. LAWRENCE
EVERETTE L. MARTIN
LANCE R. MILLER
STUART P. MILLER
ARK MONROE, III*
MARSHALL S. NEY
DEBBY THETFORD NYE
ANNE S. PARKER
LYN P. PRUITT
CHRISTOPHER T. ROGERS
JOHN S. SELIG
STANLEY D. SMITH
MARCELLA J. TAYLOR
MARY ELLEN TERNES
JEFFREY THOMAS*
NICHOLAS THOMPSON*
CRAIG WESTBROOK

RICHARD A. WILLIAMS, P.A.
WILLIAM H.L. WOODYARD, III, P.A.
WALTER G. WRIGHT, JR.
ELIZABETH ANDREOLI
JOHN K. BAKER
HAROLD W. HAMLIN
L. KYLE HEFFLEY
STEPHANIE M. IRBY
HOLLI F. JONES
JOHN O. MOORE, JR.
LEISA A. PULLIAM
*JENNIFER A. RONNEL
LEIGH ANNE SHULTS
DERRICK W. SMITH

COUNSEL
****LONNIE J. COPPS
ROBERT M. EUBANKS III, P.A.
TIMOTHY G. GAUGER
TIM E. HOWELL
S. HUBERT MAYES, JR.
*H. MAURICE MITCHELL
JEAN D. STOCKBURGER

*ALSO ADMITTED IN DISTRICT OF COLUMBIA
**ALSO ADMITTED IN THE U.S. PATENT AND TRADEMARK OFFICE
***ALSO ADMITTED IN COLORADO
****ALSO ADMITTED IN TEXAS
ALL ADMITTED IN ARKANSAS

Writer's Direct Dial Number:
(501) 688-8853

September 27, 2001

VIA FEDERAL EXPRESS

500004619205--5
-10/01/01--01096--005
****52.50 ****52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 SEP 28 PM 2:59

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Freedom Life Insurance Company of America (the "Company")
Amendment to Application for Authorization to Transact Business in Florida

To Whom it May Concern:

Enclosed please find the following with respect to the above referenced matter:

1. Executed Application for Amendment to Application for Authorization to Transact Business in Florida (the "Amendment");

2. Certified Copy of the Restated Articles of Incorporation of the Company as filed with the Texas Department of Insurance on September 28, 2000; and

3. A check in the amount of $52.50 for the following:

   a. Filing Fee;
   b. Certified Copy of the Amendment; and
   c. Certificate of Status.

RECEIVED
01 SEP 28 AM 11:51
DIVISION OF CORPORATIONS

amendment
LFS
10-3-2001 10-3-2001

Please send a Certified Copy of the Amendment and a Certificate of Status to my attention in the enclosed self-addressed stamped envelope as soon as possible. Thank you in advance for your assistance in this matter.

With best regards, I am

Cordially yours,

MITCHELL, WILLIAMS, SELIG,
GATES & WOODYARD, P.L.L.C.

By
Holli F. Jones

HFJ/jlo
Enclosures

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
2001 SEP 28 PM 2:59

SECTION I
(1-3 MUST BE COMPLETED)

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

2. Mississippi
Incorporated under laws of

3. November 2, 1959; Reinstated August 23, 2001
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.

Texas
New Jurisdiction

Patrick H. O'Neill
Signature

September 26, 2001
Date

Patrick H. O'Neill
Typed or printed name

Executive Vice President, General Counsel
Title

Texas Department of Insurance
Financial, Company Licensing & Registration, Mail Code 305-2C
333 Guadalupe •P. O. Box 149104, Austin, Texas 78714-9104

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 the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Redomestication and Restatement of the Articles of Incorporation of FREEDOM LIFE INSURANCE COMPANY OF AMERICA, Fort Worth, Texas, along with Commissioner Order No. 00-1116 dated September 28, 2000, consisting of six (6) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 7th day of September 2001.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY: ______________________
Jeff Hunt, Admissions Officer
Company Licensing & Registration
Order No. 00-1002

No. 00-1116

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

Date: SEP 28 2000

Subject Considered:

FREEDOM LIFE INSURANCE COMPANY OF AMERICA
Jackson, Mississippi
TDI No. 02-19830

REDOMESTICATION AND CERTIFICATE OF AUTHORITY
DOCKET NO. R-00-0921

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, the application of FREEDOM LIFE INSURANCE COMPANY OF AMERICA, Jackson, Mississippi, to redomesticate and to amend its Certificate of Authority to change its home office from Jackson, Mississippi to Fort Worth, Texas.

Pursuant to TEX. INS. CODE ANN. art. 1.38, evidence has been submitted that FREEDOM LIFE INSURANCE COMPANY OF AMERICA has amended its Certificate of Incorporation by restatement and changed the home office of the Company from Jackson, Mississippi to Fort Worth, Texas. The Commissioner of the State of Mississippi has approved such redomestication.

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

It is, therefore, ORDERED pursuant to TEX. INS. CODE ANN. art. 1.38, that the redomestication of FREEDOM LIFE INSURANCE COMPANY OF AMERICA from the State of Mississippi to the State of Texas is hereby approved with said change of domicile effective as of 11:59 p.m., on September 30, 2000. Further, it is ORDERED that the Certificate of Authority No. 8065, dated January 29, 1986, issued to FREEDOM LIFE INSURANCE COMPANY OF AMERICA, Jackson, Mississippi, be, and the same is hereby canceled and that an amended Certificate of Authority be issued to FREEDOM LIFE INSURANCE COMPANY OF AMERICA, Fort Worth, Texas, effective as of 11:59 p.m., on September 30, 2000.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY: Godwin Ohaechesi
Godwin Ohaechesi, Director
Company Licensing & Registration
Order 94-0580

Recommended By:

Nellie Nixon
Nellie Nixon, Insurance Specialist
Company Licensing & Registration

RESTATED ARTICLES OF INCORPORATION

OF

FREEDOM LIFE INSURANCE COMPANY OF AMERICA

I.

Freedom Life Insurance Company of America (the "Corporation"), a Mississippi insurance company incorporated on March 30, 1956, pursuant to the provisions of the Mississippi Insurance Code, adopts this restatement of its Articles of Association as its restatement of the Corporation's Articles of Incorporation pursuant to the laws of the State of Texas (the "Restated Articles of Incorporation") under which the Corporation will continue its existence without interruption. The Restated Articles of Incorporation accurately set forth the original Articles of Association and all amendments thereto.

II.

The following amendments to the Articles of Association were adopted by the shareholders of the Corporation on July 5, 2000. The first of these amendments alters Article I of the Articles of Association to read as follows:

> The name of this Corporation shall be Freedom Life Insurance Company of America.
>
> The second amendment alters Article II of the Articles of Association to read as follows:
>
> The address of the registered offices of the Corporation in the State of Texas shall be 110 West 7th Street, Fort Worth located in Tarrant County, and the registered agent of the Corporation at such address shall be Patrick H. O'Neill, Executive Vice President and General Counsel.
>
> The third amendment alters Article III of the Articles of Association to read as follows:
>
> The Corporation shall have perpetual duration.
>
> The fourth amendment alters Article IV of the Articles of Association to read as follows:
>
> The purposes of the Corporation shall be to engage in the business of a life and/or health and accident insurer as authorized and permitted by the Texas Insurance Code as now in effect or as may be permitted by the Texas Insurance Code as now in effect or as may be hereafter amended; to transact any business that is desirable, permitted or necessary to be transacted in accordance with such insurance business; and to engage in any lawful act or activity for which stock insurers may be organized under the Texas Insurance Code and the Texas Business Corporation Act.

The fifth amendment alters Article V of the Articles of Association to read as follows:

The authorized capital of the Corporation shall be $3,000,000 consisting of 3,000,000 shares of common stock of the par value of $1.00 per share.

The sixth amendment alters Article VI of the Articles of Association to read as follows:

The number of directors of the Corporation shall be fixed by resolution of the Board of Directors of the Corporation, provided that the number of such directors shall at no time be less than the minimum number required by law nor more than fifteen (15), until changed as provided in the bylaws. The names and addresses of the directors of the Corporation who shall hold office until their respective successors shall be elected and qualified, are as follows:

Patrick John Mitchell
2713 Heritage Hills Drive
Fort Worth, Texas 76109

Patrick Henry O'Neill
4001 Briarhaven Court
Fort Worth, Texas 76109

The seventh amendment alters Article VII of the Articles of Association to read as follows:

The Board of Directors of this Corporation is expressly authorized to make, alter, amend, add to, revise or repeal the bylaws of the Corporation, or to adopt new bylaws.

The eighth amendment alters Article VIII of the Articles of Association to read as follows:

Elections of directors need not be by written ballot, except as may otherwise be provided in the bylaws.

The ninth amendment adds Article IX of the Articles of Association to read as follows:

The Corporation is being incorporated pursuant to the attached Plan of Conversion attached hereto and which this Restated Articles/Articles of Incorporation of Freedom Life Insurance Company of America are a part thereof.

The tenth amendment adds Article X of the Articles of Association to read as follows:

The Corporation shall, to the full extent permitted by Texas Business Corporation Act Article 2.02—1, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

III.

Each statement made by this Restated Articles of Incorporation has been effected in conformity with the provisions of the Mississippi Insurance Code. In this regard, the above amendments to the original Articles of Association were conditionally adopted (subject to applicable regulatory approval) by the shareholders of the Corporation on July 5, 2000.

IV.

The number of the Corporation outstanding at the time of the adoption was 1,761,816; and the number of shares entitled to vote on the amendment was 1,761,816.

V.

The number of shares that voted for the amendment was 1,761,816; and the number of shares that voted against the amendment was 0.

VI.

The amendment provides for an exchange of issued shares and the manner in which the exchange is effected is as follows:

> One share of common stock of the Corporation bearing its former state of incorporation, Mississippi, will be exchanged for one share of common stock of the Corporation bearing its new state of incorporation, Texas.

VII.

The original Articles of Association and all amendments and supplements to thereto are superseded by the following Restated Articles of Incorporation, which accurately copy the entire text as well as incorporates the amendments set forth above:

RESTATED ARTICLES OF INCORPORATION

ARTICLE I

The name of this Corporation shall be Freedom Life Insurance Company of America.

ARTICLE II

The address of the registered offices of the Corporation in the State of Texas shall be 110 West 7th Street, Fort Worth located in Tarrant County, and the registered agent of the Corporation at such address shall be Patrick H. O'Neill, Executive Vice President and General Counsel.

ARTICLE III

The Corporation shall have perpetual duration.

ARTICLE IV

The purposes of the Corporation shall be to engage in the business of a life and/or health and accident insurer as authorized and permitted by the Texas Insurance Code as now in effect or as may be permitted by the Texas Insurance Code as now in effect or as may be hereafter amended; to transact any business that is desirable, permitted or necessary to be transacted in accordance with such insurance business; and to engage in any lawful act or activity for which stock insurers may be organized under the Texas Insurance Code and the Texas Business Corporation Act.

ARTICLE V

The authorized capital of the Corporation shall be $3,000,000 consisting of 3,000,000 shares of common stock of the par value of $1.00 per share.

ARTICLE VI

The number of directors of the Corporation shall be fixed by resolution of the Board of Directors of the Corporation, provided that the number of such directors shall at no time be less than the minimum number required by law nor more than fifteen (15), until changed as provided in the bylaws. The names and addresses of the directors of the Corporation who shall hold office until their respective successors shall be elected and qualified, are as follows:

Patrick John Mitchell
2713 Heritage Hills Drive
Fort Worth, Texas 76109

Patrick Henry O'Neill
4001 Briarhaven Court
Fort Worth, Texas 76109

ARTICLE VII

The Board of Directors of this Corporation is expressly authorized to make, alter, amend, add to, revise or repeal the bylaws of the Corporation, or to adopt new bylaws.

ARTICLE VIII

Elections of directors need not be by written ballot, except as may otherwise be provided in the bylaws.

ARTICLE IX

The Corporation is being incorporated pursuant to the attached Plan of Conversion attached hereto and which this Restated Articles/Articles of Incorporation of Freedom Life Insurance Company of America are a part thereof.

ARTICLE X

The Corporation shall, to the full extent permitted by Texas Business Corporation Act Article 2.02—1, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

Patrick J. Mitchell
President

Patrick H. O'Neill
Executive Vice President

STATE OF TEXAS

COUNTY OF TARRANT

I, the undersigned Notary Public, in and for the State and County aforesaid, do hereby certify that on this 5th day of July, 2000, personally appeared before me Patrick J. Mitchell and Patrick H. O'Neill, who, being by me first duly sworn, declared that they are President and Secretary respectively of Freedom Life Insurance Company of America, that they executed the foregoing document as President and Secretary of the Corporation, and that the statements contained therein are true.

PATTI BUNCH
NOTARY PUBLIC
State of Texas
Comm. Exp. 09-15-2002

My Commission Expires:

Patti Bunch
Notary Public
State of Texas