



MONTICELLO LIFE

814420

Secretary of State's Office
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Susan Payne

700002262677--7
-08/11/97--01018--004
*****35.00 *****35.00

RE: Redomestication of Monticello Life Insurance Company
from Wisconsin to Virginia

700002262677--7
-08/11/97--01018--005
*****8.75 *****8.75

Dear Department Representative:

In response to your recent request for documentation of the redomestication of Monticello Life Insurance Company, enclosed you will find:

1. Certified copies of Orders of Approval from both states. (Wisconsin and Virginia) ✓
2. Certificate of Deposit from the state of Virginia. *Return*
3. Officers and directors information, along with biographical affidavits. *Return*
4. Letter of explanation. *Return*
5. Certificate of Compliance - state of Virginia. ✓
6. Document filing fee - \$35.00
7. Certificate of Good Standing fee - \$8.75 for change of domicile from Wisconsin to Virginia.

The redomestication did not change the by-laws. The only change is the change of location.

If you have any questions or need additional information, please don't hesitate to contact me at (804) 673-5969.

Sincerely,

Rosalie Hopkins

Rosalie G. Hopkins
Corporate Compliance Specialist

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 25 AM 11:32

A memo -
change in
jurisdiction
SG 8/25/97



MONTICELLO LIFE

August 21, 1997

Secretary of State's Office
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Ms. Susan Payne

RE: Application for Amendment - for the Redomestication of Monticello Life Insurance
Company from Wisconsin to Virginia

Dear Ms. Payne:

Pursuant to your telephone conversation, as requested, enclosed please find Application for
Amendment for Monticello Life Insurance Company.

Should you have any more questions or need additional information, please don't hesitate to
contact me at (804) 673-5969.

Sincerely,

Rosalie G. Hopkins
Corporate Compliance Specialist

Enclosure

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)

1. Monticello Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Wisconsin 3. May 19, 1960
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? Amendment does not change the name
5. N/A
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.
- Redomestication effective 12/30/96
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

from Wisconsin to Virginia
New Jurisdiction


Signature

August 21, 1997
Date

Herbert H. Vreeland
Typed or printed name

President
Title

FILED
SECRETARY OF STATE'S
DIVISION OF CORPORATIONS
917 AUG 23 AM 11:32

Commonwealth of Virginia

STATE CORPORATION COMMISSION

DECEMBER 30, 1996

MONTICELLO LIFE INSURANCE COMPANY
C/O F & L CORP.
777 E. WISCONSIN AVE. S
MILWAUKEE WI 53202

is hereby licensed to transact the business of

LIFE
CREDIT LIFE
ANNUITIES
ACCIDENT AND SICKNESS
CREDIT ACCIDENT AND SICKNESS

in the Commonwealth of Virginia through the thirtieth day of June next succeeding the date hereof unless this license shall be sooner revoked or otherwise cancelled.

ID: 71768

This company was originally incorporated as a Wisconsin corporation on December 8, 1954, and has been licensed to transact the business of insurance in the Commonwealth of Virginia since August 26, 1969. Effective December 30, 1996, Monticello Life Insurance Company completed a redomestication of the Commonwealth of Virginia pursuant to § 38.2-1019 of the Virginia Insurance Code. The Virginia corporation retains all the rights, titles and interest in the assets of the original corporation, as well as all of its liabilities and obligations.



State Corporation Commission

Bureau of Insurance

By Alfred W. Sam
Commissioner

ALFRED W. GROSS
COMMISSIONER OF INSURANCE

COMMONWEALTH OF VIRGINIA



P. O. BOX 1157
RICHMOND, VIRGINIA 23218
TELEPHONE: (804) 371-9741
TDD/VOICE: (804) 371-9206

STATE CORPORATION COMMISSION BUREAU OF INSURANCE

CERTIFICATE OF COMPLIANCE

I, Alfred W. Gross, Commissioner of Insurance in and for the Commonwealth of Virginia, do hereby certify that MONTICELLO LIFE INSURANCE COMPANY is duly incorporated under the laws of Virginia to transact the business of insurance and, having complied with applicable insurance laws of this State, is duly licensed to transact the following classes of insurance:

LIFE
ANNUITIES
CREDIT ACCIDENT AND SICKNESS

CREDIT LIFE
ACCIDENT AND SICKNESS

According to the records of the Bureau of Insurance, said company is in compliance with applicable insurance laws of this State and is in good standing on the date of execution of this certificate.

Given under my hand and official seal in
Richmond, Virginia on March 25, 1997.

Alfred W. Gross
Commissioner of Insurance



State of Wisconsin

Office of the Commissioner of Insurance

P.O. Box 7873

Madison, Wisconsin 53707-7873

CERTIFICATION OF THE AUTHENTICITY OF COPY OF DOCUMENT ON FILE

The Commissioner of Insurance of the State of Wisconsin certifies that the attached copy of

UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS

for **REDOMESTICATION OF MONTICELLO LIFE INSURANCE COMPANY
FROM WISCONSIN TO VIRGINIA EFFECTIVE DECEMBER 31, 1996**
is a true and correct copy of the original now on file with the Office of the Commissioner of Insurance.

Dated at Madison, Wisconsin, this 15th day of May, 1997

Josephine W. Tinsley
Commissioner of Insurance

MONTICELLO LIFE INSURANCE COMPANY

UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS

The undersigned, being all the Board of Directors of Monticello Life Insurance Company (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the state of Wisconsin, does hereby consent to the following amendment of the Articles of Incorporation of the Corporation as adopted by its Board of Directors and Sole Shareholder.

WHEREAS, the name of the Corporation is Monticello Life Insurance Company; and

WHEREAS, the home office and principal executive office for the Corporation is
7130 Glen Forest Drive
Richmond, Virginia 23226; and

WHEREAS, the aggregate number of shares which the Corporation shall have the authority to issue is 2,200,000; and

WHEREAS, the registered agent for the Corporation for the Commonwealth of Virginia is Jeanette Rogers
Director, Associate Counsel
Trigon Blue Cross Blue Shield
2015 Staples Mill Road
Richmond, Virginia 23230; and

WHEREAS, Sections 180.1001 and 180.1003 of the Wisconsin Business Corporation Law (the "Business Corporation Law") and Section 611.29 of the Wisconsin Insurance Code permit a corporation to make certain amendments to its articles of incorporation from time to time upon the adoption of board of directors' resolution and approval by the corporation's stockholders entitled to vote thereon; and

WHEREAS, Section 180.1007 of the Business Corporation Law and Section 611.29 of the Wisconsin Insurance Code permit a corporation's board of directors to restate the articles of incorporation of a corporation; and

WHEREAS, Section 180.0821 of the Business Corporation Law and Section 611.07(4) of the Wisconsin Insurance Code permit any action of the board of directors to be taken without a meeting; and

WHEREAS, the Restated Articles of Incorporation and the Restated Bylaws of the Company do not restrict or prohibit the Board from taking any action without a meeting; and

WHEREAS, the Board desires to change the state of domestication from Wisconsin to the Commonwealth of Virginia; and

WHEREAS, the Wisconsin Office of the Commissioner of Insurance has stated it has no objection to the redomestication from Wisconsin to the Commonwealth of Virginia.

WHEREAS, Section 38.2-1019 of the Code of Virginia permits the redomestication by a foreign insurer under the provision of Article 11 (§ 13.1-705);

NOW, THEREFORE, the following resolutions are hereby adopted:

RESOLVED, that the Company amend Article II of its Restated Articles of Incorporation by deleting the reference to Section 610.11 of the Wisconsin Statutes and by substituting in its place a reference to 38.2-1000 of the Virginia Statutes to properly reflect that the purpose of the Company is the business of insurance as a Virginia corporation; and

FURTHER RESOLVED, that the officers of the Company file the Amended and Restated Articles of Incorporation with the Office of the Insurance Commissioner in Wisconsin and with the Bureau of Insurance in Virginia to complete the redomestication action to comply with the laws of the State of Wisconsin and the Commonwealth of Virginia; and

FURTHER RESOLVED, that that the appropriate officers of the Company are directed to obtain from the sole shareholder a written consent in lieu of a special meeting approving the amendments to the Amended and Restated Articles of Incorporation in the form attached hereto; and

IN WITNESS THEREOF, the undersigned directors have each executed the foregoing as of the 30th day of November, 1996, for the purposes of giving their consent thereof.

Norwood H. Davis, Jr.
Norwood H. Davis, Jr.

12/15/96
Date

Phyllis L. Cothran
Phyllis L. Cothran

12/20/96
Date

Raymond M. Sisk
Raymond M. Sisk

12/15/96
Date

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the
Commission:

the foregoing is a true copy of all documents constituting the charter of
MONTICELLO LIFE INSURANCE COMPANY.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: May 20, 1997

William J. Bridge
William J. Bridge, Clerk of the Commission

MONTICELLO LIFE INSURANCE COMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION

The following Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Articles of Incorporation of Monticello Life Insurance Company and amendments thereto:

ARTICLE I - NAME

The name of the Corporation is Monticello Life Insurance Company.

ARTICLE II - PURPOSE

The purpose of the corporation shall be the business of insurance as permitted under Section 38.2-1000 of the Code of Virginia.

ARTICLE III - SHARES

The aggregate number of shares which the Corporation shall have authority to issue is two million two hundred thousand (2,200,000), consisting of one class only designated as "Common Stock" of the par value of Ten Dollars (\$10.00) per share.

ARTICLE IV - DIRECTORS

The number of directors of the corporation shall be not less than three and not more than six members.

ARTICLE V - INDEMNIFICATION

A. Definitions. For purposes of this Article the following definitions shall apply:

"corporation" means this Corporation only and no predecessor entity or other legal entity.

"expenses" include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amounts expended in asserting a claim for indemnification.

"liability" means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan.

"legal entity" means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise.

"predecessor entity" means a legal entity the existence of which ceased upon its acquisition by the Corporation in a merger or otherwise.

"proceeding" means any threatened, pending, or completed action, suit, proceeding, or appeal whether civil, criminal, administrative, or investigative and whether formal or informal.

"qualified position" with respect to the Corporation means (i) a position as a director or officer of the Corporation, (ii) a position as a member of the corporate management committee of the Corporation, (iii) a position as a duly licensed doctor of medicine, a duly licensed pharmacist, a duly licensed attorney of law, or a nurse reviewer employed full time or part time by the Corporation (except as an independent contractor), or (iv) a duly licensed doctor of medicine engaged by the Corporation for the purpose of advising the Corporation on matters of medical policy, claims liability, or participation in provider networks.

B. Indemnification of Directors and Officers. The Corporation shall indemnify an individual who is, was, or is threatened to be made a party to any proceeding (including a proceeding by or in the right of the Corporation) because he is serving in a qualified position with respect to the Corporation or because, while serving in a qualified position with respect to the Corporation, he is serving the Corporation or any other legal entity in any capacity at the request of the Corporation against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses incurred because of his willful misconduct or knowing violation of the criminal law. Service as a director or officer of a subsidiary of the Corporation shall be deemed service at the request of the Corporation. The determination that indemnification under this paragraph B is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made as provided by law; provided, however, that if a majority of the directors of the Corporation has changed

after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person.

Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred in a proceeding by a person serving in a qualified position with respect to the Corporation upon receipt of an undertaking from him to repay the same if it is ultimately determined that he is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of such person and shall be accepted without reference to his ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that such person acted in such a manner as to make him ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify any person serving in a qualified position with respect to the Corporation to the same extent as provided in this Paragraph.

C. Indemnification of Others. The Corporation may, to a lesser extent or to the same extent that the Corporation is required under Paragraph B to provide indemnification and make advances and reimbursements for expenses to its employees and agents, to the directors, officers, employees, and agents of its subsidiaries and predecessor entities, and to any person serving any other legal entity in any capacity at the request of the Corporation, and if authorized by general or specific action of the Board of Directors, may contract in advance to do so.

The determination that indemnification under this Paragraph C is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's right under Paragraph B of this Article shall be limited by the provisions of this Paragraph C.

D. Miscellaneous. Every reference in this Article to persons who are or may be entitled to indemnification shall include all persons who formerly occupied any of the positions referred to and their respective heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Corporation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including

indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation, and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent he is indemnified by another, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

E. Application. The provisions of this Article shall apply to indemnification and advances and reimbursement for expenses after the date of this Article's adoption, whether arising from conduct or events before or after such date. No amendment, modification, or repeal of this Article shall diminish the rights provided hereunder with respect to any claim arising from conduct or events before the date of such amendment, modification, or repeal.

ARTICLE VI - LIMITATION OF LIABILITY

In every instance permitted by the Virginia Stock Corporation Act, as it now exists or is hereafter amended, the liability to the Corporation or its shareholders of an officer or director of the Corporation for damages arising out of a single transaction, occurrence, or course of conduct shall be limited to \$1.00.

IN WITNESS WHEREOF, the Corporation has caused its corporation seal to be hereunto affixed and this certificate to be signed by Raymond M. Sisk., its President, and J. Christopher Wittshire, its Secretary, effective November 30, 1998.

BY: 

President

BY: 

Secretary

(Corporate Seal)

Attest: 

Secretary

Noted

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
MONTICELLO LIFE INSURANCE COMPANY
(a Wisconsin Insurance Corporation)**

These Articles of Amendment to and Restatement of the Articles of Incorporation of Monticello Life Insurance Company ("the Corporation"), a corporation organized under Chapter 611 of the Wisconsin Statutes, are executed in duplicate by the President and Secretary of the Corporation for the purpose of amending and restating the Corporations' Articles of Incorporation.

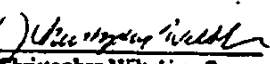
1. The name of the Corporation is Monticello Life Insurance Company.
2. The Amended and Restated Articles of Incorporation, in the form attached hereto, were adopted by the sole shareholders of the Corporation on November 30, 1996, in accordance with Wisconsin Statute Section 180.1003.
3. The adoption of the Amended and Restated Articles of Incorporation does not provide for an exchange, reclassification, or cancellation of issued shares.
4. The Amended and Restated Articles of Incorporation are to be effective upon the filing of these Articles of Amendment with the Wisconsin Office of the Commissioner of Insurance.

DATED: 11/30/96

MONTICELLO LIFE INSURANCE COMPANY

BY: 
Raymond M. Sisk, President

ATTEST:

BY: 
J. Christopher Wiltshire, Secretary

MONTICELLO LIFE INSURANCE COMPANY

UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS

The undersigned, being all the Board of Directors of Monticello Life Insurance Company (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the state of Wisconsin, does hereby consent to the following amendment of the Articles of Incorporation of the Corporation as adopted by its Board of Directors and Sole Shareholder.

WHEREAS, the name of the Corporation is Monticello Life Insurance Company; and

WHEREAS, the home office and principal executive office for the Corporation is
7130 Glen Forest Drive
Richmond, Virginia 23226; and

WHEREAS, the aggregate number of shares which the Corporation shall have the authority to issue is 2,200,000; and

WHEREAS, the registered agent for the Corporation for the Commonwealth of Virginia is Jeanette Rogers
Director, Associate Counsel
Trigon Blue Cross Blue Shield
2015 Staples Mill Road
Richmond, Virginia 23230; and

WHEREAS, Sections 180.1001 and 180.1003 of the Wisconsin Business Corporation Law (the "Business Corporation Law") and Section 611.29 of the Wisconsin Insurance Code permit a corporation to make certain amendments to its articles of incorporation from time to time upon the adoption of board of directors' resolution and approval by the corporation's stockholders entitled to vote thereon; and

WHEREAS, Section 180.1007 of the Business Corporation Law and Section 611.29 of the Wisconsin Insurance Code permit a corporation's board of directors to restate the articles of incorporation of a corporation; and

WHEREAS, Section 180.0821 of the Business Corporation Law and Section 611.07(4) of the Wisconsin Insurance Code permit any action of the board of directors to be taken without a meeting; and

WHEREAS, the Restated Articles of Incorporation and the Restated Bylaws of the Company do not restrict or prohibit the Board from taking any action without a meeting; and

WHEREAS, the Board desires to change the state of domestication from Wisconsin to the Commonwealth of Virginia; and

WHEREAS, the Wisconsin Office of the Commissioner of Insurance has stated it has no objection to the redomestication from Wisconsin to the Commonwealth of Virginia.

WHEREAS, Section 38.2-1019 of the Code of Virginia permits the redomestication by a foreign insurer under the provision of Article 11 (§ 13.1-705);

NOW, THEREFORE, the following resolutions are hereby adopted:

RESOLVED, that the Company amend Article II of its Restated Articles of Incorporation by deleting the reference to Section 610.11 of the Wisconsin Statutes and by substituting in its place a reference to 38.2-1000 of the Virginia Statutes to properly reflect that the purpose of the Company is the business of insurance as a Virginia corporation; and

FURTHER RESOLVED, that the officers of the Company file the Amended and Restated Articles of Incorporation with the Office of the Insurance Commissioner in Wisconsin and with the Bureau of Insurance in Virginia to complete the redomestication action to comply with the laws of the State of Wisconsin and the Commonwealth of Virginia; and

FURTHER RESOLVED, that the appropriate officers of the Company are directed to obtain from the sole shareholder a written consent in lieu of a special meeting approving the amendments to the Amended and Restated Articles of Incorporation in the form attached hereto; and

IN WITNESS THEREOF, the undersigned directors have each executed the foregoing as of the 30th day of November, 1996, for the purposes of giving their consent thereof.

Norwood H. Davis, Jr.
Norwood H. Davis, Jr.

12/15/96
Date

Phyllis L. Cothran
Phyllis L. Cothran

12/20/96
Date

Raymond M. Sisk
Raymond M. Sisk

12/15/96
Date

**CONSENT OF SOLE SHAREHOLDER OF
MONTICELLO LIFE INSURANCE COMPANY**

The undersigned being the sole shareholder of Monticello Life Insurance Company, does hereby consent to adoption of, and does hereby adopt, the following resolution:

RESOLVED, that the Amended Articles of Incorporation of Monticello Life Insurance Company, a copy of which is attached to and made a part of this resolution, be adopted with an effective date of November 30, 1996.

IN WITNESS WHEREOF, Consolidated Healthcare, Inc., the sole shareholder of Monticello Life Insurance Company, has caused its corporate name to be hereunto appended by Norwood H. Davis, Jr., its duly authorized chairman of the board and chief executive officer, as of this 30th day of November, 1996.

CONSOLIDATED HEALTHCARE, INC.

By: _____

Norwood H. Davis, Jr.
Norwood H. Davis, Jr.
Chairman of the Board and
Chief Executive Officer

ASSOCIATION LIFE INSURANCE COMPANY, INC.

**Board of Directors
January 15, 1993**

CONSENT TO TAKING ACTION WITHOUT MEETING

The undersigned, being all the directors of Association Life Insurance Company, Inc., a Wisconsin corporation (the "Company"), do hereby consent to the adoption by the Board of Directors of the Company (the "Board"), as of the 15 day of January, 1993, of the following resolutions, without and in lieu of a meeting:

WHEREAS, Sections 180.1001 and 180.1003 of the Wisconsin Business Corporation Law (the "Business Corporation Law") permit a corporation to make certain amendments to its articles of incorporation from time to time upon the adoption of board of directors' resolutions and approval by the corporation's stockholders entitled to vote thereon; and

WHEREAS, Section 180.1007 of the Business Corporation Law permits a corporation's board of directors to restate the articles of incorporation of a corporation; and

WHEREAS, Section 180.0821 of the Business Corporation Law permits any action of the board of directors to be taken without a meeting; and

WHEREAS, the Restated Articles of Incorporation and the Restated Bylaws of the Company do not restrict or prohibit the Board from taking any action without a meeting; and

WHEREAS, the Stock Purchase Agreement, dated July 13, 1992, by and among TMC Life Insurance Company, a North Dakota insurance corporation, the Company, and Consolidated Healthcare, Inc., provides that the name of the Company must be changed; and

WHEREAS, the Board believes it is necessary and advisable to change the name of the Company from Association Life Insurance Company, Inc., its present name, to Monticello Life Insurance Company; and

WHEREAS, the Board desires to change the reference to Section 610.21 of the Wisconsin Statutes to Section 610.11 so as to properly reflect that the purpose of the Company is the business of insurance; and

WHEREAS, the Board desires to delete certain excess language in Article III; and

WHEREAS, the Board desires to delete the name and address of the registered agent and registered office from the Company's Restated Articles of Incorporation.

NOW, THEREFORE, the following resolutions are hereby adopted:

RESOLVED, That the Company amend Article I of its Restated Articles of Incorporation by deleting Association Life Insurance Company, Inc. as the name of the Company and substituting Monticello Life Insurance Company in its place; and be it

FURTHER RESOLVED, That the Company amend Article II of its Restated Articles of Incorporation by deleting the reference to Section 610.21 of the Wisconsin Statutes and by substituting in its place a reference to Section 610.11 of the Wisconsin Statutes; and be it.

FURTHER RESOLVED, That the Company amend Article III of its Restated Articles of Incorporation by deleting the following language: "is increased from seven hundred thousand (700,000) to"; and be it

FURTHER RESOLVED, That the Company amend its Restated Articles of Incorporation by deleting Article V in its entirety; and be it

FURTHER RESOLVED, That the appropriate officers of the Company are directed to obtain from the sole shareholder a written consent in lieu of a special meeting approving the amendments to the Restated Articles of Incorporation set forth above; and be it

FURTHER RESOLVED, That the Restated Articles of Incorporation be restated to reflect all amendments to the Restated Articles of Incorporation and the amendments set forth above, in the form of "Amended and Restated Articles of Incorporation" attached hereto as Exhibit A, to be effective upon due filing with the Wisconsin Commissioner of Insurance; and be it

FURTHER RESOLVED, That the appropriate officers of the Company are hereby authorized and empowered to execute and file with the appropriate authorities such documents with such changes as they deem necessary or appropriate, and to do and perform such other acts as may be necessary or advisable for the purpose of carrying out the foregoing resolutions.

The resolutions set forth above shall be considered adopted when this Consent bearing the signatures of all of the directors has been filed with the Secretary of the Company.

IN WITNESS WHEREOF, the undersigned directors have each executed the foregoing as of the 15 day of January, 1993, for the purposes of giving their consent thereto.


Norwood H. Davis, Jr.


John C. Berry


Phyllis C. Marsteller


Raymond M. Siak

EXHIBIT A

**ASSOCIATION LIFE INSURANCE COMPANY, INC.
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

The following Amended and Restated Articles of Incorporation supersede and take the place of the heretofore existing Restated Articles of Incorporation of Association Life Insurance Company, Inc. and all amendments thereto:

ARTICLE I

The name of the corporation shall be henceforth known as Monticello Life Insurance Company.

ARTICLE II

The purpose of the corporation shall be only the business of insurance as permitted under Section 610.11 of the Wisconsin Statutes.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is two million two hundred thousand (2,200,000), consisting of one class only designated as "Common Stock" of the par value of Ten Dollars (\$10.00) per share.

ARTICLE IV

The number of directors of the corporation shall be such number as shall be fixed from time to time by the By-laws.

ASSOCIATION LIFE INSURANCE COMPANY, INC.

ARTICLES OF RESTATEMENT

The undersigned officers of Association Life Insurance Company, Inc., a Wisconsin insurance corporation, hereby certify as follows:

1. Association Life Insurance Company, Inc., a Wisconsin corporation (the "Company"), has amended and restated its Restated Articles of Incorporation ("Restated Articles") in the form of Amended and Restated Articles of Incorporation attached hereto as Exhibit A ("Amended and Restated Articles").
2. The Amended and Restated Articles amends Article I of the Restated Articles, which sets forth the name of the Company, to read as follows:

ARTICLE I

The name of the corporation shall be henceforth known as Monticello Life Insurance Company.

This amendment was adopted by the sole shareholder of the Company (the "Sole Shareholder") on January 25, 1993, in accordance with Wisconsin Business Corporation Law (the "Business Corporation Law") Section 180.1003.

3. The Amended and Restated Articles amends Article II of the Restated Articles, which sets forth the business purpose of the Company, to read as follows:

ARTICLE II

The purpose of the corporation shall be only the business of insurance as permitted under Section 610.11 of the Wisconsin Statutes.

This amendment was adopted by the Sole Shareholder on January 25, 1993, in accordance with Section 180.1003 of the Business Corporation Law.

4. The Amended and Restated Articles amends Article III of the Restated Articles, which sets forth the number of authorized shares, to read as follows:

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is two million two hundred thousand (2,200,000), consisting of one class only designated as "Common Stock" of the par value of Ten Dollars (\$10.00) per share.

This amendment was adopted by the Sole Shareholder on January 15, 1993, in accordance with Section 180.1003 of the Business Corporation Law.

5. The Amended and Restated Articles deletes in its entirety Article V of the Restated Articles, which provided the name and address of the registered agent and registered office of the company.

This amendment was adopted by the Sole Shareholder on January 15, 1993, in accordance with Section 180.1002 of the Business Corporation Law.

6. The Amended and Restated Articles, which incorporates all amendments to the Restated Articles of the Company and the amendments set forth above, was adopted by the Board of Directors of the Company on January 15, 1993.

7. The Amended and Restated Articles shall be effective upon due filing with the Wisconsin Commissioner of Insurance in accordance with Section 611.29(4) of the Wisconsin Statutes.

Executed by the undersigned President and Secretary of Association Life Insurance Company, Inc. this 15 day of January, 1993.


Raymond J. Blak, President


Thomas E. Saffers, Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

December 30, 1996

The State Corporation Commission has found the accompanying
articles submitted on behalf of

MONTICELLO LIFE INSURANCE COMPANY

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of
incorporation in the Office of the Clerk of the Commission,
effective December 30, 1996.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CORPACPT
CIS20436
96-12-30-0178