

815292

MAIDA, GALLOWAY & NEAL, P.A.

ATTORNEYS AT LAW

300 EAST PARK AVENUE

P.O. BOX 1819

TALLAHASSEE, FLORIDA 32302

TELEPHONE (850) 224-3555 FAX (850) 224-3101

January 26, 1998

VIA HAND DELIVERY

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

Re: Preferred Risk Life Insurance Company

Dear Sir:

Please find enclosed a check in the amount of \$35.00 to cover your fee for filing the amendment to the Articles of Incorporation. Please date stamped the copy of this letter and return to our office in the enclosed envelope.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,



Clyde W. Galloway, Jr.

/vrm
Enc.

W98-1824

Jurisdiction
change +
NLC
5/12/98

200002412232--5
-01/27/98--01002--014
*****35.00 *****35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 12:41

RECEIVED
98 JAN 26 PM 3:29
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 27, 1998

MAIDA GALLOWAY & NEAL, P.A.
300 EAST PARK AVENUE
TALLAHASSEE, FL 32302

SUBJECT: PREFERRED RISK LIFE INSURANCE COMPANY
Ref. Number: 815292

We have received your document for PREFERRED RISK 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):

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.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 098A00004446

SECTION I
(1-3 MUST BE COMPLETED)

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? 12/1/97 eff 2/1/98

5. Guidant Life 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.

New Duration

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

Iowa
New Jurisdiction


Signature

3/10/98
Date

Clyde W. Galloway
Typed or printed name

Fiduciary
Title

5r.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 12:41

MAY 7 1998 9:46AM
MAY-7-98 THU 8:27

15152675479 NO.061 P.2/201

STATE OF COLORADO

DIVISION OF INSURANCE
DEPARTMENT OF REGULATORY AGENCIES
1560 Broadway, Suite 850
Denver, CO 80202
Phone: (303) 894-7499
FAX: (303) 894-7455



Roy Romer
Governor

Steven V. Benson
Executive Director

Joanne Hill
Commissioner of
Insurance

January 27, 1993

Nancy Conley
Legal Assistant
Preferred Risk Group
1111 Ashworth Road
West Des Moines, Iowa 50265-3538

RE: Amended Certificate of Authority - Colorado
Preferred Risk Life Insurance Company

Dear Ms. Conley:

Please find enclosed Certificate of Authority #3590 reflecting the
redomestication of Preferred Risk Life Insurance Company from Colorado to Iowa.

As you know, the Certificate has been issued in a continuous format and should
be maintained in the company's permanent records.

If you have any questions, please do not hesitate in contacting this Division.

Sincerely,

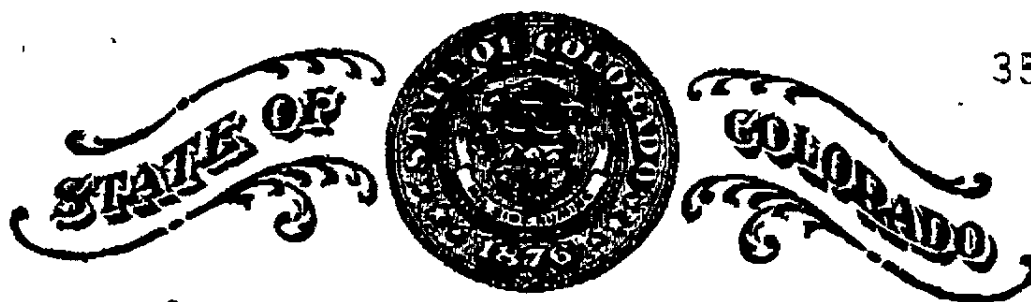

Debbie Hulstrom
Financial/Credit Examiner

MAR-12-88 THU 11:34

PREFERRED LEGAL/AGENCY

FAX NO. 15152675390

P. 09



3590

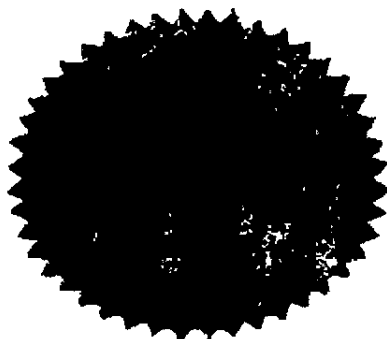
Division of Insurance
DEPARTMENT OF REGULATORY AGENCIES
CERTIFICATE OF AUTHORITY

This is to Certify that the Preferred Risk Life Insurance Company
, organized under the laws of Iowa
subject to its Articles of Incorporation or other fundamental
organizational documents and in consideration of its compliance
with the laws of Colorado, is hereby licensed to transact
business as a Life
insurance company, for the lines of business designated by the
following numerals: (SEE REVERSE SIDE FOR LEGEND)

1, 3, 4 and 5

as provided by the Insurance Laws of Colorado, as amended,
so long as the insurer continues to conform to the authority
granted by its Certificate and its corporate articles, or its
Certificate is otherwise revoked, cancelled or suspended.

In Witness Whereof, I have hereunto
set my hand and caused the official
seal of my office to be affixed at the
City and County of Denver, this 31st
day of December, A.D. 19 92



James Hill
COMMISSIONER OF INSURANCE

143331

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF PREFERRED RISK LIFE INSURANCE COMPANY**

RECEIVED

DEC 1 1997

NOTICE OF SPECIAL MEETING OF THE SHAREHOLDERS

SECRETARY OF STATE

A Special Meeting of the Shareholders of Preferred Risk Life Insurance Company was held at 8:00 a.m., Monday, October 27, 1997 at 1111 Ashworth Road, West Des Moines, Iowa. All shareholders were represented at said meeting and all notice requirements were waived by assent of the shareholders. The following Amendment was adopted by a unanimous vote of members present or represented:

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

RESOLVED,

JAN 26 1998

That Article I of the Articles of Incorporation of Preferred Risk Life Insurance Company be amended as follows:

BY S. H. Mahaffey
Legal Division

ARTICLE I

The name of the corporation is Guidant Life Insurance Company.

This Amendment shall become effective February 1, 1988.

WHEREFORE, pursuant to the foregoing action of the Special Meeting of said corporation, I, the Chairman of the Board of Directors of said corporation have executed this instrument and do hereby sign and acknowledge the same for and on behalf of the said corporation this 27th day of October, 1997.


CHAIRMAN, BOARD OF DIRECTORS
PREFERRED RISK LIFE INSURANCE COMPANY

ATTEST:


SECRETARY

517242 AMEN10 \$50.00 DUE

3

STATE OF IOWA)
)
COUNTY OF POLK) SS

BE IT REMEMBERED that on this 27th day of October, 1997, before me, a Notary Public in and for said County and State, personally appeared Robert M. Plunk, who being duly sworn did say that he is the Chairman of the Board of Directors of Preferred Risk Life Insurance Company, West Des Moines, Iowa, and that the foregoing instrument was signed on behalf of said corporation by authority of its members and that he acknowledged said instrument to be the voluntary act and deed of said corporation by them voluntarily executed.

Nancy Bruce
NOTARY PUBLIC, STATE OF IOWA



143331

RECEIVED

DEC 17 1997

SECRETARY OF STATE

518883 CORR10 \$5.00 DJC 2

ARTICLES OF CORRECTION

Pursuant to Iowa Code Section 490.124, Preferred Risk Life Insurance Company hereby files Articles of Correction for the following document:

ARTICLE I

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF PREFERRED RISK LIFE INSURANCE COMPANY.

The above identified document was filed with the Iowa Secretary of State on December 1, 1997. The Amendment stated "This Amendment shall become effective February 1, 1988". The year was incorrect due to a typographical error.

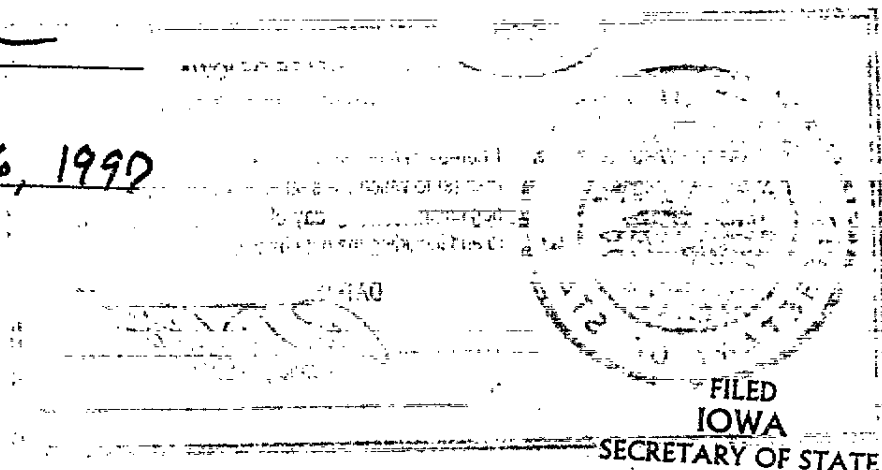
The statement should have read as follows:

This Amendment shall become effective February 1, 1998.

The effective date of this correction shall be the date of filing the document which is corrected hereby.


Thomas Farr, Secretary

December 16, 1997
Date



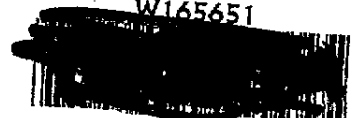
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IOWA
SECRETARY OF STATE


12-17-97


8:20 AM

W165651

00968







STATE OF IOWA
Secretary of State Office

4952

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning 17th day of December 19 97 to and including the date below.

DATED December 17 19 97

Paul D. Tate
Secretary of State

BY: Deanne Rindlett

1/2

**CERTIFICATE OF APPROVAL
ATTORNEY GENERAL**

Pursuant to provisions of the Iowa Code, the undersigned approves the Amendment to the Articles of Incorporation (adopted October 27, 1997) for Preferred Risk Life Insurance Company and finds them in conformance with the laws of the United States and with the laws and Constitution of the State of Iowa.

THOMAS J. MILLER
Attorney General of Iowa

12-1-97
Date

By: Scott M. Galenbeck
SCOTT M. GALENBECK
Assistant Attorney General

**CERTIFICATE OF APPROVAL
COMMISSIONER OF INSURANCE**

Pursuant to the provisions of the Iowa Code, the undersigned approves the Amendment to the Articles of Incorporation (adopted October 27, 1997) for Preferred Risk Life Insurance Company.

THERESE M. VAUGHAN
Commissioner of Insurance

12.1.97
Date

Robert L. Howe
By: ROBERT L. HOWE
Deputy Commissioner of Insurance

FILED
IOWA
SECRETARY OF STATE

12-1-1997

3:03 pm

W164819





STATE OF IOWA
Secretary of State Office

C4726

I hereby certify that this is a true and complete document(s) to which the seal is affixed as filed in this office beginning 1st day of December 1997 to and including the date below.

DATED December 2 1997

Paul D. Pate
Secretary of State

BY: K. Waldo
3 pgs