

818938

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON

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J. ANDREW KELLER, III, C.P.A.

April 9, 1998

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

RE: Massachusetts General Life Insurance Company
Document No. 818938

Dear Division of Corporations:

I have enclosed for filing an original and a copy of an application for amendment for Massachusetts General Life Insurance Company.

Please file the application, certify one copy, and provide a certificate of good standing. Our messenger will pick up the certified copy and certificate of good standing tomorrow afternoon.

I have enclosed a check in the amount of \$96.25 for the filing and certification fees.

Please call me if you have any questions. Thank you for your prompt assistance in this matter.

Very truly yours,

Jessica J. Ferreri
Assistant to Paul A. Zeigler

Enclosures

O.K. per
S.P.

4/21
Name
Change
C.C. & CUS.

RECEIVED
98 APR -9 PM 2 16
Via Hand Delivery

800002484268--6
-04/09/98--01082--027
*****36.25 *****36.25

FILED
98 APR 21 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 10, 1998

KATZ, KUTTER, HAIGLER, ET AL.
ATTN: JESSICA J. FERRERI
P.O. BOX 1877
TALLAHASSEE, FL 32302

SUBJECT: MASSACHUSETTS GENERAL LIFE INSURANCE COMPANY
Ref. Number: 818938

We have received your document for MASSACHUSETTS GENERAL LIFE INSURANCE COMPANY and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The records of this office show that the above named entity is a Massachusetts corporation. If this corporation changed its jurisdiction from Massachusetts to Indiana, you must file an application for amendment with this office reflecting this change. We will require certification from Indiana stating that the corporation changed its jurisdiction from Massachusetts to Indiana, the certification must include the date of filing.

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) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 198A00019100

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. Massachusetts General Life Insurance Company

Name of corporation as it appears on the records of the Department of State.

2. Indiana

Incorporated under laws of

3. August 5, 1965

Date authorized to do business in Florida

FILED
98 APR 21 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, 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? November 24, 1997

5. Conseco Life Insurance Company

Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."

6. If the amendment changes the period of duration, indicate new period of duration.

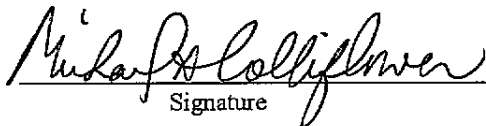
Not Applicable

New Duration

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

Not Applicable

New Jurisdiction


Signature

April 7, 1998

Date

Michael A. Colliflower

Typed or printed name

Assistant Secretary

Title

INSURANCE DEPARTMENT
STATE OF INDIANA
office of
COMMISSIONER OF INSURANCE

Indianapolis, Indiana, January 14, 1998

I, Sally McCarty, Commissioner of Insurance of the State
of Indiana, do hereby certify that I have caused to have compared
the annexed copy of the Articles of Amendment
to the Articles of Incorporation
of the Massachusetts General Life Insurance Company
n/k/a CONSECO LIFE INSURANCE COMPANY
of Carmel, Indiana
approved November 24, 1997

with the original of on file at this Department and find the same
to be a correct transcript of the whole of said original.

In witness whereof I have hereunto
set my hand and affixed my official
seal the day and year first above
written.

Sally McCarty
Commissioner of Insurance

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

APPROVED
DEPARTMENT OF INSURANCE

NOV 24 1997
STATE OF INDIANA
INSURANCE COMMISSIONER

MASSACHUSETTS GENERAL LIFE INSURANCE COMPANY

Pursuant to the provisions of the Indiana Business Corporation Law and Indiana Insurance Law, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is MASSACHUSETTS GENERAL LIFE INSURANCE COMPANY.

SECOND: The corporation's Articles of Incorporation (the "Articles of Incorporation") was filed with the Indiana Department of Insurance on or about June 17, 1997.

THIRD: Existing Article I of the corporation's Articles of Incorporation is amended to change the name of the corporation, and as amended shall read, in its entirety, as follows:

ARTICLE I

The name of the company shall be CONSECO LIFE INSURANCE COMPANY.

FOURTH: The Articles of Amendment to the Articles of Incorporation was adopted by the Board of Directors of the corporation and approved at a special meeting of shareholders by the sole shareholder of the corporation entitled to vote thereon on and as of November 6, 1997. The Articles of Incorporation of the corporation and all amendments thereto that are in effect to date are amended by this Articles of Amendment to these Articles of Incorporation.

FIFTH: Except as amended hereby the provisions of the Articles of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, this Articles of Amendment to the Articles of Incorporation has been executed, attested and verified on behalf of the corporation by the President or a Vice President and the Secretary or an Assistant Secretary of the corporation thereunto duly authorized on this 6th day of November, 1997.

MASSACHUSETTS GENERAL LIFE INSURANCE COMPANY

By: _____

Name: Donald F. Gongaware

Title: President

Attested:

By: _____

Name: Michael A. Colliflower

Title: Senior Vice President, Legal & Secretary

STATE OF INDIANA)

COUNTY OF HAMILTON)

On this 6th day of November, 1997, before me personally appeared Donald F. Gongaware, to me known and known to me to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.

(Seal)

Kim H. Smith
Notary Public

My Commission Expires:

8/24/2000

STATE OF INDIANA)

COUNTY OF HAMILTON)

On this 6th day of November, 1997, before me personally appeared Michael A. Colliflower, to me known and known to me to be the individual described in and who executed the foregoing instrument, and acknowledged to me that he executed the same.

(Seal)

Kim H. Smith
Notary Public

My Commission Expires:

8/24/2000

CERTIFICATE OF COMPLIANCE

DEPARTMENT OF INSURANCE
STATE OF INDIANA

OFFICE OF
INSURANCE COMMISSIONER

March 19, 1998

Indianapolis, Indiana

I, Sally McCarty, Insurance Commissioner of the State of
Indiana, do hereby certify that the CONSECO LIFE INSURANCE COMPANY
of Carmel, Indiana

has complied with all the requirements of the laws of this State applic-
able to said Company and is authorized to transact its appropriate
business of Stock Life
Class I (A)(B)

insurance in this State, in accordance with the laws thereof.

IN WITNESS WHEREOF, I have hereunto set
my hand and affixed the seal of my office at
Indianapolis, Indiana, the day and year
written above.

Sally McCarty
Insurance Commissioner