



819436

ULLICO Inc.
111 Massachusetts Ave., N.W.
Washington, DC 20001

Marcelle Benjamin
Corporate Legal Assistant
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November 8, 2001

VIA UPS OVERNIGHT DELIVERY

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

Attn: Susan Payne

RE: ULLICO Life Insurance Company
(Formerly, Bradford National Life Insurance Company ("Bradford"))
Application by Foreign Profit Corporation to File Amendment to Application for
Authorization to Transact Business in Florida
REF. NUMBER: 819436

100004674631--8
-11/09/01--01067--002
*****35.00 *****35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Ms. Payne:

In response to your letter dated October 24, 2001, enclosed please find the completed applications reflecting the changes in domicile from Kentucky to Louisiana and from Louisiana to Texas. Also enclosed is the application for the name change.

You stated in your letter that you have the necessary application fees as well as the certification evidencing the change in jurisdiction from Kentucky to Louisiana and from Louisiana to Texas. Bradford's application should now be complete.

I have also enclosed a UPS overnight mail envelope and label which I have already filled out for billing to ULLICO. Would you be so kind as to send the certificate evidencing the registration of Bradford's name change with the Secretary of State's office back to me via UPS.

If you need any other information, please let me know. I can be reached at the number above.

Amend

Sincerely,

Marcelle Benjamin
Jurisdiction
change
spayne 11/9/01

RECEIVED
32 NOV 9 AM 11:32
DIVISION OF CORPORATIONS
MB
Enclosures

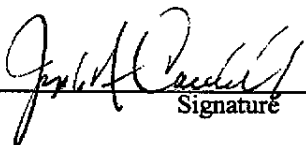
PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Bradford National Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Louisiana
Incorporated under laws of
3. 3/14/1966
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? N/A
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.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Texas
New Jurisdiction


Signature

Joseph A. Carabillo
Typed or printed name

November 2, 2001
Date

Vice President, Chief Legal
Officer & Secretary
Title

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



James H. "Jim" Brown

I, THE UNDERSIGNED Commissioner of Insurance, OF THE STATE OF
LOUISIANA, DO HEREBY CERTIFY THAT

**This attached is a true and correct copy of the Articles of Incorporation of Bradford
National Life Insurance Company reflecting the domicile change on file in my office.**

*Given under my signature, authenticated with the
impress of my Seal of office, at the City of Baton
Rouge, this, 19th day of September
A.D. 20⁰¹*


James H. "Jim" Brown

Commissioner of Insurance

J. Robert Wooley, Acting Commissioner

Draft

Exhibit "D"

RESTATED ARTICLES OF INCORPORATION

OF

BRADFORD NATIONAL LIFE INSURANCE COMPANY

Bradford National Life Insurance Company (the "Corporation"), a corporation organized under the laws of the State of Texas, filing these Restated Articles of Incorporation, hereby certifies as follows:

WHEREAS, the Corporation was previously domiciled in the State of Louisiana. The Corporation commenced business on February 6, 1948.

WHEREAS, the Corporation has been redomesticated from the State of Louisiana to the State of Texas pursuant to the approval of the Texas and Louisiana Commissioners of Insurance and Article 1.38 of the Texas Insurance Code, and pursuant to all other applicable provisions of Texas and Louisiana law.

WHEREAS, the text of the Restated Articles of Incorporation of the Corporation is as follows:

ARTICLE I

The name of the Corporation is Bradford National Life Insurance Company.

ARTICLE II

The Corporation's home office is located in Austin, Travis County, Texas.

ARTICLE III

The kind or kinds of insurance business the Corporation transacts is that of a life, health and accident insurance company, within and without the State of Texas.

ARTICLE IV

The amount of authorized capital stock of the Corporation is Ten Million and no/100 Dollars (\$10,000,000.00) divided into One Hundred Thousand (100,000) shares having a par value of One Hundred and no/100 Dollars (\$100.00). At least fifty percent (50%) of such authorized capital has been subscribed and paid in and is possessed by the Corporation in lawful money of the United States of America, and such Five Million and no/100 Dollars (\$5,000,000.00) of capital together with a surplus of not less than Seven Hundred Thousand and no/100 Dollars (\$700,000.00) in lawful money of the United States of America, is in the possession of and is the bona fide property of the Corporation.

ARTICLE V

Cumulative voting by the stockholders of the Corporation for the election of its directors as provided by Article 2.29 of the Texas Business Corporation Act is hereby prohibited and at each election for directors, every shareholder entitled to vote in such election shall have only the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote.

ARTICLE VI

No stockholder of the Corporation shall have any preemptive right to subscribe to or acquire any additional or increased capital stock or other securities of the Corporation.

ARTICLE VII

The Corporation shall have a perpetual existence.

ARTICLE VIII

The Corporation shall have a Board of Directors of not less than five (5) persons which shall manage the affairs and property of the Corporation. The bylaws shall specify the number of directors if the number of directors be more than five (5) and such number may be increased or decreased from time to time by amendment to the bylaws of the Corporation, but shall never be decreased to less than five (5) in number. The directors shall be elected annually or as provided by law and shall hold office until their successors are elected and qualify.

ARTICLE IX

Each director, officer and former director or officer of the Corporation, and any person who may have served or who may hereafter serve at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, is hereby indemnified by the Corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been a director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other right to which such director, officer or person may be entitled under any bylaws, amendments, vote of stockholders or otherwise.

ARTICLE X

To the fullest extent provided by law, no director of the Corporation shall be liable to the Corporation or to its shareholders for monetary damages for an act or omission in the director's capacity as a director, except liability of a director, to the extent the director is found liable, for (1) a breach of the director's duty of loyalty to the Corporation or its shareholders or members; (2) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission

that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (4) an act or omission for which the liability of a director is expressly provided by an applicable statute.

If the Texas statutory law hereafter is amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding provisions in this article, shall not be liable to the fullest extent permitted by the amended Texas statutory law.

Any repeal or modification of the preceding provisions in this article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for any prior acts during a time when this article was operative.

EXECUTED this _____ day of _____, 1998.

BRADFORD NATIONAL LIFE INSURANCE
COMPANY

By: _____

President