



819436

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

Marcelle Benjamin
Corporate Legal Assistant
202/682-7911 Facsimile: 202/682-6784
e-mail: mbenjamin@ullicolaw.com

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

June 19, 2001

200004435732--3
-06/22/01--01005--001
*****52.50 *****52.50

RE: ULLICO Life Insurance Company
(Formerly, Bradford National Life Insurance Company)
Application By Foreign Profit Corporation to File Amendment to Application for
Authorization to Transact Business in Florida

Dear Sir or Madam:

Enclosed is a completed Application By Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for Bradford National Life Insurance Company. Also enclosed is a check in the amount of \$52.50 for the filing fee, one certified copy of the certificate, and one certificate of status. An original certificate from the State of Texas certifying that the amendment was filed with the Texas Department of Insurance is also attached.

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

Respectfully Submitted,

Marcelle Benjamin

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 NOV -9 PM 2:14

FILED

MB

Enclosures

NIC Amend
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11/9/01



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

Marcelle Benjamin
Corporate Legal Assistant
202/682-7911 Facsimile: 202/682-6784
e-mail: mbenjamin@ullicolaw.com

August 3, 2001

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Theresa Brown

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

Dear Ms. Brown:

I am following up on the telephone conversation we had this morning regarding the above referenced application. During that conversation, you informed Karin Larson and me that we must obtain certified copies of certificates reflecting Bradford's change of domicile from Kentucky to Louisiana and later from Louisiana to Texas. You also informed us that such certification may be obtained from the Departments of Insurance of each state.

We are now in the process of getting the necessary information from Kentucky and Louisiana. The certificate from Texas was provided in the original application packet sent on June 19, 2001.

If you need any other information, please feel free to contact me directly.

Respectfully Submitted,

MB



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

Marcelle Benjamin
Corporate Legal Assistant
202/682-7911 Facsimile: 202/682-6784
e-mail: mbenjamin@ullicolaw.com

September 27, 2001

VIA UPS OVERNIGHT DELIVERY

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

Attn: Theresa Brown

**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**

Dear Ms. Brown:

Per our telephone conversation of August 3, 2001, in which you informed Karin Larson and me that we had to obtain certified copies of certificates reflecting Bradford's change of domicile from Kentucky to Louisiana and later from Louisiana to Texas, enclosed please find these certificates.

First is a certified copy of the Amended Certificate of Authority for Bradford in the state of Kentucky reflecting Bradford's change of domicile from Kentucky to Louisiana. Second is a certified copy of the Amended Articles of Incorporation of Bradford reflecting Bradford's change of domicile from Louisiana to Texas.

This should complete Bradford's application. If you need any other information, please let me know. I can be reached at the number above.

Sincerely,

MB
Enclosures



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

Marcelle Benjamin
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202/682-7911 Facsimile: 202/682-6784
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October 16, 2001

VIA UPS OVERNIGHT DELIVERY

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

Attn. Theresa Brown

**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**

Dear Ms. Brown:

Per our telephone conversation of October 4, 2001, in which you informed me that we had to pay a filing fee for Bradford's change of domicile from Kentucky to Louisiana and later from Louisiana to Texas, enclosed please find two checks in the amount of \$35.00 each.

Also enclosed is the Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida form.

This should complete Bradford's application. If you need any other information, please let me know. I can be reached at the number above.

Sincerely,

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Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 24, 2001

Marcelle Benjamin, Legal Assistant
ULLICO Inc.
111 Massachusetts Ave., N.W.
Washington, DC 20001

SUBJECT: BRADFORD NATIONAL LIFE INSURANCE COMPANY
Ref. Number: 819436

Per our phone conversaton, I am retaining the fees as well as the certification evidencing the change in jurisdiction from Kentucky to Louisiana, from Louisiana to Texas, and the name change as a Texas corporation to ULLICO LIFE INSURANCE COMPANY.

As discussed, we need separate applications completed for all changes reflected above and I am enclosing two blank forms for the change in domicile from KY to LA and from LA to TX. The application submitted for the name change is fine except that the date authorized to do business in Florida (3.) was March 14, 1966. Please correct that date.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 801A00058478



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

Marcelle Benjamin
Corporate Legal Assistant
202/682-7911 Facsimile: 202/682-6784
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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

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.

Sincerely,

RECEIVED
NOV 9 AM 11:32
DIVISION OF CORPORATIONS
MB
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. Bradford National Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Texas 3. 3/14/1966
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? November 1, 2000
5. ULIICO 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.
- N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- N/A
New Jurisdiction


Signature

Joseph A. Carabillo
Typed or printed name

November 2, 2001
Date

Vice President, Chief Legal
Officer & Secretary
Title

FILED
01 NOV -9 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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.

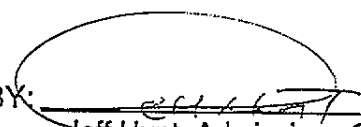
Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Amended and Restated Articles of Incorporation for ULLICO LIFE INSURANCE COMPANY, Austin, Texas, along with Commissioner Order No. 00-1195, dated November 1, 2000, altogether consisting of thirty-three (33) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 12th day of April, 2001.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY:


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

No. **00-1195**

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

Date: **NOV 01 2000**

Subject Considered:

BRADFORD NATIONAL LIFE INSURANCE COMPANY
Austin, Texas
TDI No. 01-93564

AMENDMENT AND RESTATEMENT OF THE ARTICLES OF INCORPORATION

CONSENT ORDER
DOCKET NO. C-00-0967

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, pursuant to TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04, the application of BRADFORD NATIONAL LIFE INSURANCE COMPANY, Austin, Texas, hereinafter referred to as "APPLICANT", for approval of the Amendment and Restatement of its Articles of Incorporation.

Staff for the Texas Department of Insurance and the duly authorized representative of the APPLICANT, have consented to the entry of this order as evidenced by their signatures hereto and request the Commissioner of Insurance informally dispose of this matter pursuant to the provisions of TEX. INS. CODE ANN. §36.104 (former article 1.33(e)), TEX. GOV'T CODE ANN. §2001.056, and 28 TEX. ADMIN. CODE §1.47.

WAIVER

APPLICANT acknowledges the existence of its right to the issuance and service of notice of hearing, a public hearing, a proposal for decision, rehearing by the Commissioner of Insurance, and judicial review of this administrative action, as provided for in TEX. INS. CODE ANN. §§36.201 - 36.205 (former article 1.04) and TEX. GOV'T CODE ANN. §§2001.051, 2001.052, 2001.145 and 2001.146, and by the signature of its duly authorized representative on this order, has expressly waived each and every such right and acknowledges the jurisdiction of the Commissioner of Insurance.

FINDINGS OF FACT

Based upon the express consent of APPLICANT, and the recommendation of the Texas Department of Insurance staff, the Commissioner of Insurance makes the following findings of fact:

00-1195

COMMISSIONER'S ORDER
BRADFORD NATIONAL LIFE INSURANCE COMPANY
PAGE 2 of 3

1. APPLICANT is a domestic stock life insurance company.
2. Action by the Board of Directors and Shareholders of APPLICANT authorizing the proposed Amendment and Restatement of the Articles of Incorporation, as required and permitted by TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04 has been evidenced to the Commissioner of Insurance.
3. As a result of the Amendment and Restatement of the Articles of Incorporation, APPLICANT will change its name from BRADFORD NATIONAL LIFE INSURANCE COMPANY to ULLICO LIFE INSURANCE COMPANY. The name is not so similar to that of any other insurance company as to be likely to mislead the public. A name change endorsement, Form number UC-END-NC was filed with the Life/Heath Division.
4. The proposed capital and surplus of the APPLICANT is equal to or exceeds the minimum requirements of capital and surplus required by the Texas Insurance Code for a domestic stock life insurance company, and is the bona fide, unconditional, and unencumbered property of the company.
5. APPLICANT represents to the Commissioner of Insurance that its officers, directors and managing executives possess sufficient insurance experience, ability, and standing to render the continued success of the company probable.
7. APPLICANT is acting in good faith.

CONCLUSIONS OF LAW

Based upon the foregoing findings of fact, the Commissioner of Insurance makes the following conclusions of law:

1. The Commissioner of Insurance has authority and jurisdiction over this application under TEX. INS. CODE ANN. art. 3.05.
2. The Commissioner of Insurance has authority to dispose of this matter under TEX. GOV'T CODE ANN. §2001.056, TEX. INS. CODE ANN. §36.104 (former article 1.33(e)), and 28 TEX. ADMIN. CODE §1.47.
3. APPLICANT and staff have knowingly and voluntarily waived all procedural requirements for the entry of this order, including, but not limited to, notice of hearing, a public hearing, a proposal for decision, rehearing by the Commissioner of Insurance, and judicial review of the order as provided for in TEX. GOV'T CODE ANN. §§2001.051, 2001.052, 2001.145 and 2001.146, and TEX. INS. CODE ANN. §§36.201 - 36.205 (former article 1.04).

00-1195

COMMISSIONER'S ORDER
BRADFORD NATIONAL LIFE INSURANCE COMPANY
PAGE 3 of 3

4. Action by the Board of Directors and the Shareholders of APPLICANT authorizing the proposed amendment and restatement as required and permitted by TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04 has been evidenced to the Commissioner of Insurance.
5. The proposed Amendment and Restatement of the Articles of Incorporation of APPLICANT is properly supported by the required documents.

IT IS, THEREFORE, THE ORDER of the Commissioner of Insurance that the Amendment and Restatement of the Articles of Incorporation changing the name, be and the same are hereby, approved.

IT IS, FURTHER ORDERED that a Certificate of Authority be issued to ULLICO LIFE INSURANCE COMPANY, Austin, Texas, evidencing such change effected by the Amendment and Restatement and that thereupon the prior Certificate of Authority No. 11915, dated June 24, 1998, be canceled.

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

Agreed to by:

ULLICO LIFE INSURANCE COMPANY

By: Joseph A. Carabillo

(printed name) Joseph A. Carabillo

Title: Vice President and Chief Legal Officer

RESTATED ARTICLES OF INCORPORATION

OF

ULLICO LIFE INSURANCE COMPANY

AS AMENDED THROUGH OCTOBER 4, 2000

ARTICLE I

The name of the Corporation is ULLICO Life Insurance Company.

ARTICLE II

The Corporation's statutory 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.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation on the 4th day of October, 2000.



Joseph A. Carabillo
Secretary

DISTRICT OF COLUMBIA)
CITY OF WASHINGTON)

I HEREBY CERTIFY, that on the 4th day of October, 2000, before me, the subscriber, a Notary Public of the District of Columbia, personally appeared Joseph A. Carabillo and acknowledged the foregoing Articles of Incorporation to be his act.

Rita A. Bellomy
Notary 1-14-2003 comm. exp.

NOTARIAL SEAL

320 Corp Secy Articles
A/Bradford Amended.2

**CERTIFICATE OF AMENDMENT OF
THE ARTICLES OF INCORPORATION OF
ULLICO LIFE INSURANCE COMPANY**

Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation hereby amends its Articles of Incorporation, and for that purpose, submits the following statement:

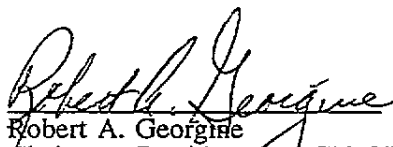
1. The current name of the corporation is: ULLICO Life Insurance Company
2. Article II of the Articles of Incorporation is hereby amended to read as follows:

"The Corporation's statutory home office is located in ~~the City of Washington, District of Columbia, or at such other place both within or without Austin, Travis County, Texas as the Bylaws of the Corporation may specify.~~"
3. The date of adoption of the amendment is: October 4, 2000, and shall be effective on the date in which the Certificate of Amendment of the Articles of Incorporation is filed with the Secretary of State for the State of Texas.
5. The amendment to these Articles of Incorporation as hereinabove set forth was authorized by Unanimous Written Consent of the Sole Shareholder of the Corporation.

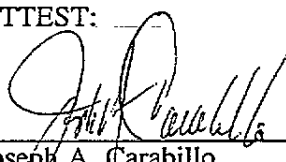
IN WITNESS WHEREOF, ULLICO LIFE INSURANCE COMPANY has caused these presents on the 4th day of October, 2000.

ULLICO LIFE INSURANCE COMPANY

By:


Robert A. Georgine
Chairman, President, and Chief Executive Officer

ATTEST:



Joseph A. Carabillo
Secretary



819436

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

Marcelle Benjamin
Corporate Legal Assistant
202/682-7911 Facsimile: 202/682-6784
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Florida Department of State
Amendment Section
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June 19, 2001

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Marcelle Benjamin

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Washington, DC 20001

Marcelle Benjamin
Corporate Legal Assistant
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August 3, 2001

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Theresa Brown

RE: ULLICO Life Insurance Company
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September 27, 2001

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 24, 2001

Marcelle Benjamin, Legal Assistant
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111 Massachusetts Ave., N.W.
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SUBJECT: BRADFORD NATIONAL LIFE INSURANCE COMPANY
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If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 801A00058478



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November 8, 2001

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REF. NUMBER: 819436

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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. Texas 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? November 1, 2000
5. ULICO 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.
- N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- N/A
New Jurisdiction


Signature

Joseph A. Carabillo
Typed or printed name

November 2, 2001
Date

Vice President, Chief Legal Officer & Secretary
Title

FILED
01 NOV -9 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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.

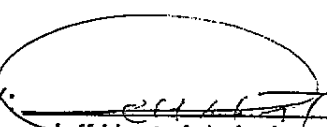
Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Amended and Restated Articles of Incorporation for ULLICO LIFE INSURANCE COMPANY, Austin, Texas, along with Commissioner Order No. 00-1195, dated November 1, 2000, altogether consisting of thirty-three (33) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 12th day of April, 2001.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY:


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

No. **00-1195**

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

Date: **NOV 01 2000**

Subject Considered:

BRADFORD NATIONAL LIFE INSURANCE COMPANY
Austin, Texas
TDI No. 01-93564

AMENDMENT AND RESTATEMENT OF THE ARTICLES OF INCORPORATION

CONSENT ORDER
DOCKET NO. C-00-0967

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, pursuant to TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04, the application of BRADFORD NATIONAL LIFE INSURANCE COMPANY, Austin, Texas, hereinafter referred to as "APPLICANT", for approval of the Amendment and Restatement of its Articles of Incorporation.

Staff for the Texas Department of Insurance and the duly authorized representative of the APPLICANT, have consented to the entry of this order as evidenced by their signatures hereto and request the Commissioner of Insurance informally dispose of this matter pursuant to the provisions of TEX. INS. CODE ANN. §36.104 (former article 1.33(e)), TEX. GOV'T CODE ANN. §2001.056, and 28 TEX. ADMIN. CODE §1.47.

WAIVER

APPLICANT acknowledges the existence of its right to the issuance and service of notice of hearing, a public hearing, a proposal for decision, rehearing by the Commissioner of Insurance, and judicial review of this administrative action, as provided for in TEX. INS. CODE ANN. §§36.201 - 36.205 (former article 1.04) and TEX. GOV'T CODE ANN. §§2001.051, 2001.052, 2001.145 and 2001.146, and by the signature of its duly authorized representative on this order, has expressly waived each and every such right and acknowledges the jurisdiction of the Commissioner of Insurance.

FINDINGS OF FACT

Based upon the express consent of APPLICANT, and the recommendation of the Texas Department of Insurance staff, the Commissioner of Insurance makes the following findings of fact:

00-1195

COMMISSIONER'S ORDER
BRADFORD NATIONAL LIFE INSURANCE COMPANY
PAGE 2 of 3

1. APPLICANT is a domestic stock life insurance company.
2. Action by the Board of Directors and Shareholders of APPLICANT authorizing the proposed Amendment and Restatement of the Articles of Incorporation, as required and permitted by TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04 has been evidenced to the Commissioner of Insurance.
3. As a result of the Amendment and Restatement of the Articles of Incorporation, APPLICANT will change its name from BRADFORD NATIONAL LIFE INSURANCE COMPANY to ULLICO LIFE INSURANCE COMPANY. The name is not so similar to that of any other insurance company as to be likely to mislead the public. A name change endorsement, Form number UC-END-NC was filed with the Life/Heath Division.
4. The proposed capital and surplus of the APPLICANT is equal to or exceeds the minimum requirements of capital and surplus required by the Texas Insurance Code for a domestic stock life insurance company, and is the bona fide, unconditional, and unencumbered property of the company.
5. APPLICANT represents to the Commissioner of Insurance that its officers, directors and managing executives possess sufficient insurance experience, ability, and standing to render the continued success of the company probable.
7. APPLICANT is acting in good faith.

CONCLUSIONS OF LAW

Based upon the foregoing findings of fact, the Commissioner of Insurance makes the following conclusions of law:

1. The Commissioner of Insurance has authority and jurisdiction over this application under TEX. INS. CODE ANN. art. 3.05.
2. The Commissioner of Insurance has authority to dispose of this matter under TEX. GOV'T CODE ANN. §2001.056, TEX. INS. CODE ANN. §36.104 (former article 1.33(e)), and 28 TEX. ADMIN. CODE §1.47.
3. APPLICANT and staff have knowingly and voluntarily waived all procedural requirements for the entry of this order, including, but not limited to, notice of hearing, a public hearing, a proposal for decision, rehearing by the Commissioner of Insurance, and judicial review of the order as provided for in TEX. GOV'T CODE ANN. §§2001.051, 2001.052, 2001.145 and 2001.146, and TEX. INS. CODE ANN. §§36.201 - 36.205 (former article 1.04).

00-1195

COMMISSIONER'S ORDER
BRADFORD NATIONAL LIFE INSURANCE COMPANY
PAGE 3 of 3

4. Action by the Board of Directors and the Shareholders of APPLICANT authorizing the proposed amendment and restatement as required and permitted by TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04 has been evidenced to the Commissioner of Insurance.
5. The proposed Amendment and Restatement of the Articles of Incorporation of APPLICANT is properly supported by the required documents.

IT IS, THEREFORE, THE ORDER of the Commissioner of Insurance that the Amendment and Restatement of the Articles of Incorporation changing the name, be and the same are hereby, approved.

IT IS, FURTHER ORDERED that a Certificate of Authority be issued to ULLICO LIFE INSURANCE COMPANY, Austin, Texas, evidencing such change effected by the Amendment and Restatement and that thereupon the prior Certificate of Authority No. 11915, dated June 24, 1998, be canceled.

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

Agreed to by:

ULLICO LIFE INSURANCE COMPANY

By:

Joseph A. Carabillo
(printed name)

Title: Vice President and Chief Legal Officer

RESTATED ARTICLES OF INCORPORATION
OF
ULLICO LIFE INSURANCE COMPANY
AS AMENDED THROUGH OCTOBER 4, 2000

ARTICLE I

The name of the Corporation is ULLICO Life Insurance Company.

ARTICLE II

The Corporation's statutory 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.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation on the 4th day of October, 2000.



Joseph A. Carabillo
Secretary

DISTRICT OF COLUMBIA)
CITY OF WASHINGTON)

I HEREBY CERTIFY, that on the 4th day of October, 2000, before me, the subscriber, a Notary Public of the District of Columbia, personally appeared Joseph A. Carabillo and acknowledged the foregoing Articles of Incorporation to be his act.

Rita A. Halloway
Notary 1-14-2003 comm. exp.

NOTARIAL SEAL

320 Corp Socy Articles
A/Bradford Amended.2

**CERTIFICATE OF AMENDMENT OF
THE ARTICLES OF INCORPORATION OF
ULLICO LIFE INSURANCE COMPANY**

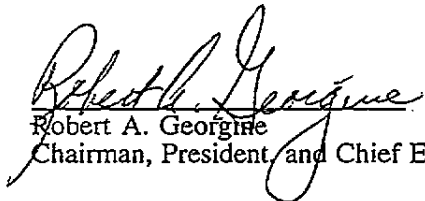
Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation hereby amends its Articles of Incorporation, and for that purpose, submits the following statement:

1. The current name of the corporation is: ULLICO Life Insurance Company
2. Article II of the Articles of Incorporation is hereby amended to read as follows:
"The Corporation's statutory home office is located in the ~~City of Washington, District of Columbia, or at such other place both within or without Austin, Travis County, Texas as the Bylaws of the Corporation may specify.~~"
3. The date of adoption of the amendment is: October 4, 2000, and shall be effective on the date in which the Certificate of Amendment of the Articles of Incorporation is filed with the Secretary of State for the State of Texas.
5. The amendment to these Articles of Incorporation as hereinabove set forth was authorized by Unanimous Written Consent of the Sole Shareholder of the Corporation.

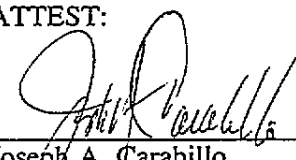
IN WITNESS WHEREOF, ULLICO LIFE INSURANCE COMPANY has caused these presents on the 4th day of October, 2000.

ULLICO LIFE INSURANCE COMPANY

By:


Robert A. Georgine
Chairman, President, and Chief Executive Officer

ATTEST:


Joseph A. Carabillo
Secretary



819436

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

Marcelle Benjamin
Corporate Legal Assistant
202/682-7911 Facsimile: 202/682-6784
e-mail: mbenjamin@ullicolaw.com

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

June 19, 2001

200004435732--3
-06/22/01--01005--001
*****52.50 *****52.50

RE: ULLICO Life Insurance Company
(Formerly, Bradford National Life Insurance Company)
Application By Foreign Profit Corporation to File Amendment to Application for
Authorization to Transact Business in Florida

Dear Sir or Madam:

Enclosed is a completed Application By Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for Bradford National Life Insurance Company. Also enclosed is a check in the amount of \$52.50 for the filing fee, one certified copy of the certificate, and one certificate of status. An original certificate from the State of Texas certifying that the amendment was filed with the Texas Department of Insurance is also attached.

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

Respectfully Submitted,

Marcelle Benjamin

01 NOV - 9 PM 2:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MB

Enclosures

NIC Amend
Spahr
11/9/01



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

Marcelle Benjamin
Corporate Legal Assistant
202/682-7911 Facsimile: 202/682-6784
e-mail: mbenjamin@ullicolaw.com

August 3, 2001

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Theresa Brown

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

Dear Ms. Brown:

I am following up on the telephone conversation we had this morning regarding the above referenced application. During that conversation, you informed Karin Larson and me that we must obtain certified copies of certificates reflecting Bradford's change of domicile from Kentucky to Louisiana and later from Louisiana to Texas. You also informed us that such certification may be obtained from the Departments of Insurance of each state.

We are now in the process of getting the necessary information from Kentucky and Louisiana. The certificate from Texas was provided in the original application packet sent on June 19, 2001.

If you need any other information, please feel free to contact me directly.

Respectfully Submitted,

MB



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

Marcelle Benjamin
Corporate Legal Assistant
202/682-7911 Facsimile: 202/682-6784
e-mail: mbenjamin@ullicolaw.com

September 27, 2001

VIA UPS OVERNIGHT DELIVERY

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

Attn: Theresa Brown

**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**

Dear Ms. Brown:

Per our telephone conversation of August 3, 2001, in which you informed Karin Larson and me that we had to obtain certified copies of certificates reflecting Bradford's change of domicile from Kentucky to Louisiana and later from Louisiana to Texas, enclosed please find these certificates.

First is a certified copy of the Amended Certificate of Authority for Bradford in the state of Kentucky reflecting Bradford's change of domicile from Kentucky to Louisiana. Second is a certified copy of the Amended Articles of Incorporation of Bradford reflecting Bradford's change of domicile from Louisiana to Texas.

This should complete Bradford's application. If you need any other information, please let me know. I can be reached at the number above.

Sincerely,

MB
Enclosures



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

Marcelle Benjamin
Corporate Legal Assistant
202/682-7911 Facsimile: 202/682-6784
e-mail: mbenjamin@ullicolaw.com

October 16, 2001

VIA UPS OVERNIGHT DELIVERY

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

Attn. Theresa Brown

**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**

Dear Ms. Brown:

Per our telephone conversation of October 4, 2001, in which you informed me that we had to pay a filing fee for Bradford's change of domicile from Kentucky to Louisiana and later from Louisiana to Texas, enclosed please find two checks in the amount of \$35.00 each.

Also enclosed is the Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida form.

This should complete Bradford's application. If you need any other information, please let me know. I can be reached at the number above.

Sincerely,

MB
Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 24, 2001

Marcelle Benjamin, Legal Assistant
ULLICO Inc.
111 Massachusetts Ave., N.W.
Washington, DC 20001

SUBJECT: BRADFORD NATIONAL LIFE INSURANCE COMPANY
Ref. Number: 819436

Per our phone conversaton, I am retaining the fees as well as the certification evidencing the change in jurisdiction from Kentucky to Louisiana, from Louisiana to Texas, and the name change as a Texas corporation to ULLICO LIFE INSURANCE COMPANY.

As discussed, we need separate applications completed for all changes reflected above and I am enclosing two blank forms for the change in domicile from KY to LA and from LA to TX. The application submitted for the name change is fine except that the date authorized to do business in Florida (3.) was March 14, 1966. Please correct that date.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 801A00058478



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

Marcelle Benjamin
Corporate Legal Assistant
202/682-7911 Facsimile: 202/682-6784
e-mail: mbenjamin@ullicolaw.com

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**

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.

Sincerely,

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

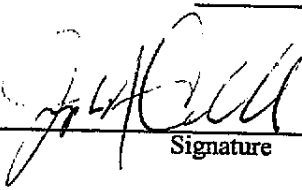
PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Bradford National Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Texas 3. 3/14/1966
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? November 1, 2000
5. ULICO 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.
- N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- N/A
New Jurisdiction

 Signature
November 2, 2001 Date
Joseph A. Carabillo Typed or printed name
Vice President, Chief Legal Officer & Secretary Title

FILED
01 NOV -9 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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.

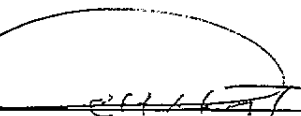
Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Amended and Restated Articles of Incorporation for ULLICO LIFE INSURANCE COMPANY, Austin, Texas, along with Commissioner Order No. 00-1195, dated November 1, 2000, altogether consisting of thirty-three (33) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 12th day of April, 2001.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY:


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

No. **00-1195**

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

Date: **NOV 01 2000**

Subject Considered:

BRADFORD NATIONAL LIFE INSURANCE COMPANY
Austin, Texas
TDI No. 01-93564

AMENDMENT AND RESTATEMENT OF THE ARTICLES OF INCORPORATION

CONSENT ORDER
DOCKET NO. C-00-0967

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, pursuant to TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04, the application of BRADFORD NATIONAL LIFE INSURANCE COMPANY, Austin, Texas, hereinafter referred to as "APPLICANT", for approval of the Amendment and Restatement of its Articles of Incorporation.

Staff for the Texas Department of Insurance and the duly authorized representative of the APPLICANT, have consented to the entry of this order as evidenced by their signatures hereto and request the Commissioner of Insurance informally dispose of this matter pursuant to the provisions of TEX. INS. CODE ANN. §36.104 (former article 1.33(e)), TEX. GOV'T CODE ANN. §2001.056, and 28 TEX. ADMIN. CODE §1.47.

WAIVER

APPLICANT acknowledges the existence of its right to the issuance and service of notice of hearing, a public hearing, a proposal for decision, rehearing by the Commissioner of Insurance, and judicial review of this administrative action, as provided for in TEX. INS. CODE ANN. §§36.201 - 36.205 (former article 1.04) and TEX. GOV'T CODE ANN. §§2001.051, 2001.052, 2001.145 and 2001.146, and by the signature of its duly authorized representative on this order, has expressly waived each and every such right and acknowledges the jurisdiction of the Commissioner of Insurance.

FINDINGS OF FACT

Based upon the express consent of APPLICANT, and the recommendation of the Texas Department of Insurance staff, the Commissioner of Insurance makes the following findings of fact:

00-1195

COMMISSIONER'S ORDER
BRADFORD NATIONAL LIFE INSURANCE COMPANY
PAGE 2 of 3

1. APPLICANT is a domestic stock life insurance company.
2. Action by the Board of Directors and Shareholders of APPLICANT authorizing the proposed Amendment and Restatement of the Articles of Incorporation, as required and permitted by TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04 has been evidenced to the Commissioner of Insurance.
3. As a result of the Amendment and Restatement of the Articles of Incorporation, APPLICANT will change its name from BRADFORD NATIONAL LIFE INSURANCE COMPANY to ULLICO LIFE INSURANCE COMPANY. The name is not so similar to that of any other insurance company as to be likely to mislead the public. A name change endorsement, Form number UC-END-NC was filed with the Life/Heath Division.
4. The proposed capital and surplus of the APPLICANT is equal to or exceeds the minimum requirements of capital and surplus required by the Texas Insurance Code for a domestic stock life insurance company, and is the bona fide, unconditional, and unencumbered property of the company.
5. APPLICANT represents to the Commissioner of Insurance that its officers, directors and managing executives possess sufficient insurance experience, ability, and standing to render the continued success of the company probable.
7. APPLICANT is acting in good faith.

CONCLUSIONS OF LAW

Based upon the foregoing findings of Fact, the Commissioner of Insurance makes the following conclusions of law:

1. The Commissioner of Insurance has authority and jurisdiction over this application under TEX. INS. CODE ANN. art. 3.05.
2. The Commissioner of Insurance has authority to dispose of this matter under TEX. GOV'T CODE ANN. §2001.056, TEX. INS. CODE ANN. §36.104 (former article 1.33(e)), and 28 TEX. ADMIN. CODE §1.47.
3. APPLICANT and staff have knowingly and voluntarily waived all procedural requirements for the entry of this order, including, but not limited to, notice of hearing, a public hearing, a proposal for decision, rehearing by the Commissioner of Insurance, and judicial review of the order as provided for in TEX. GOV'T CODE ANN. §§2001.051, 2001.052, 2001.145 and 2001.146, and TEX. INS. CODE ANN. §§36.201 - 36.205 (former article 1.04).

00-1195

COMMISSIONER'S ORDER
BRADFORD NATIONAL LIFE INSURANCE COMPANY
PAGE 3 of 3

4. Action by the Board of Directors and the Shareholders of APPLICANT authorizing the proposed amendment and restatement as required and permitted by TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04 has been evidenced to the Commissioner of Insurance.
5. The proposed Amendment and Restatement of the Articles of Incorporation of APPLICANT is properly supported by the required documents.

IT IS, THEREFORE, THE ORDER of the Commissioner of Insurance that the Amendment and Restatement of the Articles of Incorporation changing the name, be and the same are hereby, approved.

IT IS, FURTHER ORDERED that a Certificate of Authority be issued to ULLICO LIFE INSURANCE COMPANY, Austin, Texas, evidencing such change effected by the Amendment and Restatement and that thereupon the prior Certificate of Authority No. 11915, dated June 24, 1998, be canceled.

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

Agreed to by:

ULLICO LIFE INSURANCE COMPANY

By:

Joseph A. Carabillo
(printed name)

Title: Vice President and Chief Legal Officer

RESTATED ARTICLES OF INCORPORATION
OF
ULLICO LIFE INSURANCE COMPANY
AS AMENDED THROUGH OCTOBER 4, 2000

ARTICLE I

The name of the Corporation is ULLICO Life Insurance Company.

ARTICLE II

The Corporation's statutory 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.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation on the 4th day of October, 2000.



Joseph A. Carabillo
Secretary

DISTRICT OF COLUMBIA)
CITY OF WASHINGTON)

I HEREBY CERTIFY, that on the 4th day of October, 2000, before me, the subscriber, a Notary Public of the District of Columbia, personally appeared Joseph A. Carabillo and acknowledged the foregoing Articles of Incorporation to be his act.

Notary Rita A. Halloway
1-14-2003 comm. exp.

NOTARIAL SEAL

**CERTIFICATE OF AMENDMENT OF
THE ARTICLES OF INCORPORATION OF
ULLICO LIFE INSURANCE COMPANY**

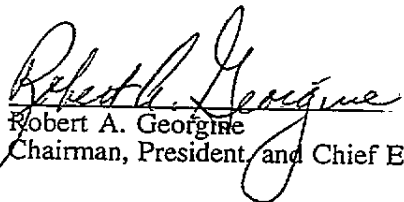
Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation hereby amends its Articles of Incorporation, and for that purpose, submits the following statement:

1. The current name of the corporation is: ULLICO Life Insurance Company
2. Article II of the Articles of Incorporation is hereby amended to read as follows:
"The Corporation's statutory home office is located in ~~the City of Washington, District of Columbia, or at such other place both within or without Austin, Travis County, Texas as the Bylaws of the Corporation may specify.~~"
3. The date of adoption of the amendment is: October 4, 2000, and shall be effective on the date in which the Certificate of Amendment of the Articles of Incorporation is filed with the Secretary of State for the State of Texas.
5. The amendment to these Articles of Incorporation as hereinabove set forth was authorized by Unanimous Written Consent of the Sole Shareholder of the Corporation.

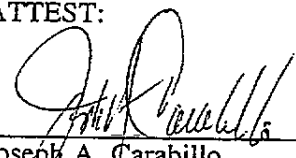
IN WITNESS WHEREOF, ULLICO LIFE INSURANCE COMPANY has caused these presents on the 4th day of October, 2000.

ULLICO LIFE INSURANCE COMPANY

By:


Robert A. Georgine
Chairman, President, and Chief Executive Officer

ATTEST:



Joseph A. Carabillo
Secretary