

Independent Insurance Consultants

5002 Pony Chase • Austin, Texas 78727 • Fax: 512/257-8204

Kay Wells
512/257-1453

820299

Donna L. Burns
512/257-0448

December 30, 1998

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-01/06/99--01052--005
*****43.75 *****43.75

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

Re: Redomestication - Universal Underwriters Insurance Company
Universal Underwriters Life Insurance Company

Dear Sirs:

Enclosed please find the redomestication documentation for the captioned companies. The change of domicile from Missouri to Kansas was effectuated by an amendment to the articles of incorporation. A check in the amount of \$43.75 (\$35 filing fee \$8.75 for a Certificate of Status) is included with this filing.

If you have any questions concerning these items, please feel free to contact me at 512/257-1453.

Sincerely,



Kay Wells
Consultant

/kw

enclosures

Amend.
1-13-99
cc

FILED
99 JAN -6 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

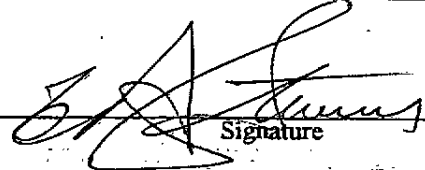
1. Universal Underwriters Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Kansas (formerly Missouri)
Incorporated under laws of
3. 11/6/67
Date authorized to do business in Florida

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? _____
5. _____
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.

New Jurisdiction


Signature

Curtis R. Starnes
Typed or printed name

Date

Secretary
Title

FILED
99 JAN -6 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STATE OF KANSAS

INSURANCE DEPARTMENT

Certificate

I, KATHLEEN SEBELIUS, Commissioner of Insurance of Kansas, do hereby certify that the following
and hereto attached is a true copy of

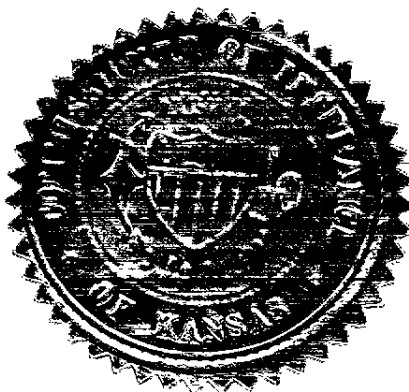
The cover letter and Certificate of Authority
approving the redomestication of
Universal Underwriters Life Insurance Company
from Missouri to Kansas
effective 4/1/98.

the original of which is now on file and a matter of record in this office.

In Witness Whereof, I, KATHLEEN SEBELIUS, Commissioner of Insurance of
Kansas, have hereto affixed by signature and the seal of the Commissioner
of Insurance, in the city of Topeka, Kansas, this 2nd day of
November 19 98

Kathleen Sebelius
Commissioner of Insurance.

By _____
Assistant Commissioner.



Kathleen Sebelius
Commissioner of Insurance
Kansas Insurance Department

April 20, 1998

Ms. Mary Ann Heckman
Universal Underwriters Life Insurance Company
6363 College Boulevard
Overland Park, KS 66211

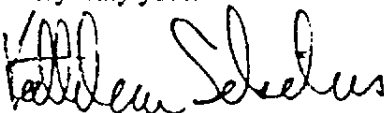
Re: Redomestication of Universal Underwriters Life Insurance Company
from Missouri to Kansas

Dear Ms. Heckman:

Please find enclosed a Certificate of Authority authorizing the Universal Underwriters Life Insurance Company to transact business in the state of Kansas.

Any technical details relating to your transacting business here will be forthcoming from members of my staff under separate cover.

Very truly yours



Kathleen Sebelius
Commissioner of Insurance

MKB/dh
Enclosure: Certificate of Authority

cc: Ed Mailen

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STATE OF KANSAS

INSURANCE DEPARTMENT

Certificate of Authority

UNIVERSAL UNDERWRITERS LIFE INSURANCE COMPANY

a corporation organized under the laws of KANSAS

registered corporate office at OVERLAND PARK, KANSAS

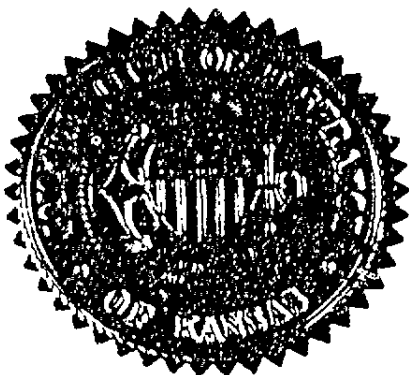
has complied with all the requirements of the insurance laws of this state applicable to said company, and the said company is hereby authorized and empowered, through this Certificate of Authority, to transact the following lines of business, to wit:

* LIFE *

* ACCIDENT AND HEALTH *

within the State of Kansas from the 1st day of April, 19 98 until such certificate is suspended, revoked or terminated by the Commissioner of Insurance of Kansas.

In Witness Whereof, I KATHILEEN SEBELIUS, Commissioner of Insurance of Kansas, have hereto affixed my signature and the seal of the Commissioner of Insurance, in the city of Topeka, Kansas, this 20th day of April 19 98



Kathleen Sebelius
Commissioner of Insurance

By _____
Assistant Commissioner

FIRE - CASUALTY - LIFE



STATE OF KANSAS

INSURANCE DEPARTMENT

Certificate

I, KATHLEEN SEBELIUS, Commissioner of Insurance of Kansas, do hereby certify that the following
and hereto attached is a true copy of

THE ARTICLES OF INCORPORATION

FOR

UNIVERSAL UNDERWRITERS LIFE INSURANCE COMPANY

AMENDED

MARCH 27, 1998

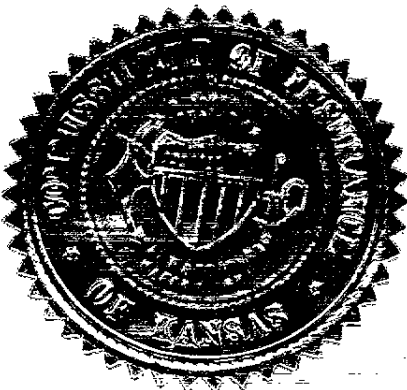
the original of which is now on file and a matter of record in this office.

In Witness Whereof, I, KATHLEEN SEBELIUS, Commissioner of Insurance of
Kansas, have hereto affixed by signature and the seal of the Commissioner
of Insurance, in the city of Topeka, Kansas, this 8th day of
October 19 98

Kathleen Sebelius
Commissioner of Insurance.

By _____

Assistant Commissioner.



APPROVED
& FILED
MAY 19 1998
KATHLEEN SEBELIUS
COMMISSIONER OF INSURANCE

AMENDED
ARTICLES OF INCORPORATION
OF
UNIVERSAL UNDERWRITERS LIFE INSURANCE COMPANY

ARTICLE I

The name of the corporation is **UNIVERSAL UNDERWRITERS LIFE INSURANCE COMPANY** (the "Corporation").

ARTICLE II

The Corporation shall be a domestic insurance company organized as a stock corporation pursuant to Kansas Statutes Annotated, Subsection 40-401. The Corporation shall have (i) the authority to make insurance upon the lives of persons and every insurance appertaining thereto or connected therewith, and to grant, purchase or dispose of annuities, and to issue contracts and policies in connection therewith and (ii) all other rights, powers and privileges of a domestic stock insurance company which are not inconsistent with the Kansas Insurance Statutes, Chapter 40.

ARTICLE III

The Corporation shall have authority to issue a total of two hundred fifty thousand (250,000) shares of a single class of voting common stock with a par value of \$10.00 (ten dollars) each per share for a total value of \$2,500,000.

ARTICLE IV

The name and mailing address of each incorporator of the Corporation are:

<u>Name</u>	<u>Mailing Address</u>
Curtis R. Starnes	6363 College Boulevard Overland Park, Kansas 66212

Approved for filing:
Kathleen Sebelius
Kathleen Sebelius
Commissioner of Insurance

APPROVED
& FILED

MAY 19 1998

KATHLEEN SEBELIUS
COMM. of INSURANCE

ARTICLE V

The name and address of the Corporation's registered agent is C. R. Starnes, 6363 College Boulevard, Overland Park, Kansas 66211.

ARTICLE VI

The name and mailing address of each person who is to serve as a director of the Corporation until the next annual meeting of the stockholders of the Corporation or until his or her successor is duly elected and qualified is as follows:

<u>Name</u>	<u>Mailing Address</u>
David P. Bresnahan	12604 Ensley Lane Leawood, Kansas 66209
Kenneth F. Goldstein	6363 College Boulevard Overland Park, Kansas 66211
Peter Fierz	6363 College Boulevard Overland Park, Kansas 66211
Carolyn J. Gross	6363 College Boulevard Overland Park, Kansas 66211
Larry D. Jeffries	6363 College Boulevard Overland Park, Kansas 66211
Jerome P. McAndrews	6363 College Boulevard Overland Park, Kansas 66211
Michael W. McHugh	6363 College Boulevard Overland Park, Kansas 66211
Joan R. Ruff	6363 College Boulevard Overland Park, Kansas 66211
Michael J. Ryan	6363 College Boulevard Overland Park, Kansas 66211
Curtis R. Starnes	6363 College Boulevard Overland Park, Kansas 66211

Approved for filing:

Kathleen Sebelius
Commissioner of Insurance

Date: 3-31-98

Loren J. Alter

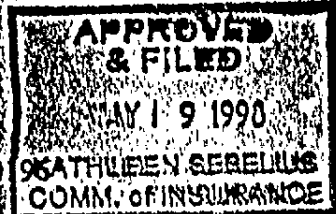
1400 American Lane
Schaumburg, Illinois 60196

William H. Bolinder

1400 American Lane
Schaumburg, Illinois 60196

David A. Bowers

1400 American Lane
Schaumburg, Illinois 60196



ARTICLE VII

No director of the Corporation shall have any personal liability to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director of the Corporation except as follows:

- (i) for any breach of such director's duty of loyalty to the Corporation or its stockholders;
- (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) under the provisions of Kansas Statutes Annotated 17-6424 and any amendments thereto; or
- (iv) for any transaction from which such director derived an improper personal benefit.

ARTICLE VIII

The Corporation shall, to the fullest extent permitted under Kansas Statutes Annotated, Section 17-6305 or any successor thereto (i) indemnify each person which the Corporation shall have the power to indemnify thereunder against liabilities and expenses incurred by such person and (ii) make advances of expenses incurred by such person in connection with such indemnification.

Approved for filing:
Kathleen Sebellus
Kathleen Sebellus
Commissioner of Insurance

5551 PAGE 342 Date: 3-31-98

APPROVED
& FILED
MAY 1, 9, 1998
KATHLEEN SEBELIUS
COMM. OF INSURANCE

ARTICLE IX

The original Articles of Incorporation of UNIVERSAL UNDERWRITERS LIFE INSURANCE COMPANY were filed under the laws of the State of Missouri, effective on December 21, 1964, and are attached hereto as Attachment A. The Restated and Amended Articles of Incorporation of the Corporation attached hereto as Attachment B were duly adopted by the stockholders of the Corporation and are filed herewith to effect the redomestication of the Corporation from Missouri to Kansas pursuant to V.A.M.S. 375.908 and 1997 Kansas Session Laws Chapter 25 House Bill 2329.

ARTICLE X

The Corporation was originally incorporated as a stock insurance corporation under the laws of the State of Missouri on December 21, 1964, and, upon the effective date of these Articles of Incorporation, shall become a Kansas stock insurance corporation, retaining such original date of incorporation.

In testimony whereof, we have hereunto subscribed our names this 27th day of March, A.D. 1998.

UNIVERSAL UNDERWRITERS LIFE INSURANCE COMPANY

By: [Signature]
President

ATTEST:

By: [Signature]
Secretary

Approved for filing: [Signature]
Kathleen Sebelius
Commissioner of Insurance

Date: 3-31-98

BOOK 5551 PAGE 343

& FILED
MAY 19 1998
KATHLEEN SEBELIUS
COMMISSIONER OF INSURANCE

State of Kansas)
County of Johnson)

Before me, a notary public in and for said county and state, personally appeared K. F. Goldstein in his capacity as President of Universal Underwriters Life Insurance Company and C. R. Starnes, as Secretary of Universal Underwriters Life Insurance Company, who are known to me to be the same persons who executed the foregoing Articles of Incorporation and duly acknowledged the execution of same. In witness whereof, I have hereunto subscribed my name and affixed my official seal, this 27th day of March A.D. 1998.



Janet A. Combs
Notary Public

My appointment or commission expires July 8, 2000

Approved for filing:
Kathleen Sebellius
Kathleen Sebellius
Commissioner of Insurance
Date: 3-31-98

No. 115002
(115002)



Certificate of Incorporation

WHEREAS, An Association organized under the name of

UNIVERSAL UNDERWRITERS LIFE INSURANCE COMPANY

has filed in the Office of the Secretary of State, Articles of Association or Agreement in writing, as provided under Chapter 376, Revised Statutes of Missouri, (1959) and has in all respects complied with the requirements of law governing the formation of Insurance Companies:

NOW, THEREFORE, I, WARREN E. HEARNES, Secretary of State of the State of Missouri, in virtue and by authority of law, do hereby certify that said association has on the date hereof become a body corporate duly organized under the name of

UNIVERSAL UNDERWRITERS LIFE INSURANCE COMPANY

located in Kansas City, Missouri, and is entitled to all rights and privileges granted to Insurance Companies under the laws of this State for a term of perpetual years, and that the amount of the capital stock of said corporation is TWO HUNDRED THOUSAND DOLLARS.

IN TESTIMONY WHEREOF, I hereto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this

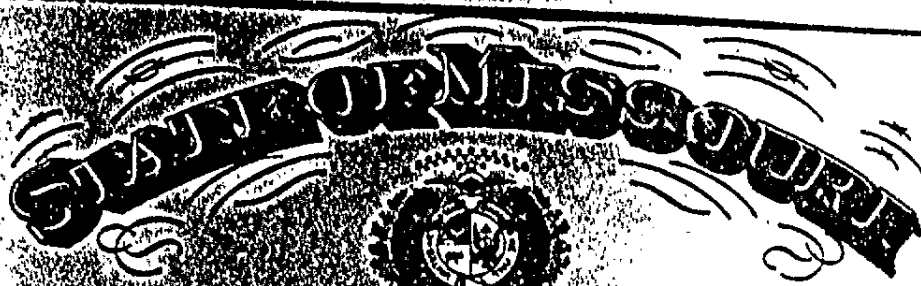
21st day of December A. D., Nineteen
Hundred and Sixty Four

Warren E. Hearn

SECRETARY OF STATE

Curry

DEPUTY SECRETARY OF STATE



DIVISION OF INSURANCE

DEPARTMENT OF BUSINESS AND ADMINISTRATION

CERTIFIED COPY

I, RALPH H. DUGGINS, Superintendent of the Division of Insurance
Department of Business and Administration of the State of Missouri, do hereby
certify that the annexed pages are a true and correct copy of the original

documents in connection with Articles of Incorporation,
UNIVERSAL UNDERWRITERS LIFE INSURANCE COMPANY, Kansas City, Missouri:

1. Declaration of Intention to Form and Articles of Incorporation
2. Affidavit of Publication
3. Attorney General's Opinion

which said original is now on file in this Division.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to
be hereto affixed the seal of said Division, at my office in the City of
Jefferson, this 18th day of December, 1964

RALPH H. DUGGINS

SUPERINTENDENT

By _____

DEPUTY SUPERINTENDENT

By C. R. Child

C. R. CHILD,

CHIEF CLERK

Honorable Ralph H. Duggins

The recitation of the corporate purposes is broader than that allowed by law for an insurance company formed under Chapter 376. However, the addition of the limitation provision referred to above conforms the stated purposes to the statutory limitations. Therefore, it is the opinion of this office that the documents submitted are found to be in accordance with the provisions of Chapter 376, RSMo 1959, and not inconsistent with the constitution and laws of this State and the United States.

Although this opinion finds that the Articles of Incorporation are in accordance with the provisions of law, it is suggested that the following provisions of Article III be amended to clarify the stated purposes as indicated.

Section 376.010, RSMo 1959, provides that accident and health insurance shall be made a separate department of the business of life insurance, and the cited provision should be amended to include this condition.

1. "To write insurance upon the lives of individuals, and every assurance pertaining thereto or connected therewith, and to grant, purchase and dispose of annuities and endowments of every kind and description whatsoever, and to provide an indemnity against death, and for weekly or other periodic indemnity for disability occasioned by accident or sickness to the person of the insured;"

Re ~~the~~ authority by companies formed under Chapter 376 is limited, particularly by Section 376.520, RSMo 1959, and the cited provision should indicate such limitations.

2. "To enter into and perform life and disability insurance contracts of all kinds, participating and non-participating, individual and group, to reinsure its risks in whole or in part and to accept reinsurance or all or any part of any risk;"

Honorable Ralph H. Duggins

The right of companies to purchase stock and securities of other corporations is limited by the Statutes, particularly Sections 376.300 and 376.305, RSMo 1959, and the cited provisions should indicate such limitations.

3. "To purchase stock and securities of other corporations, and to exercise all the rights, powers and privileges of ownership thereof, and to exercise all voting powers thereof."

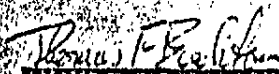
The rights of a company formed under Chapter 376 to buy and sell real estate is limited by the Statutes, particularly Sections 375.320, 375.330 and 375.340, RSMo 1959, and the cited provision should indicate such limitations.

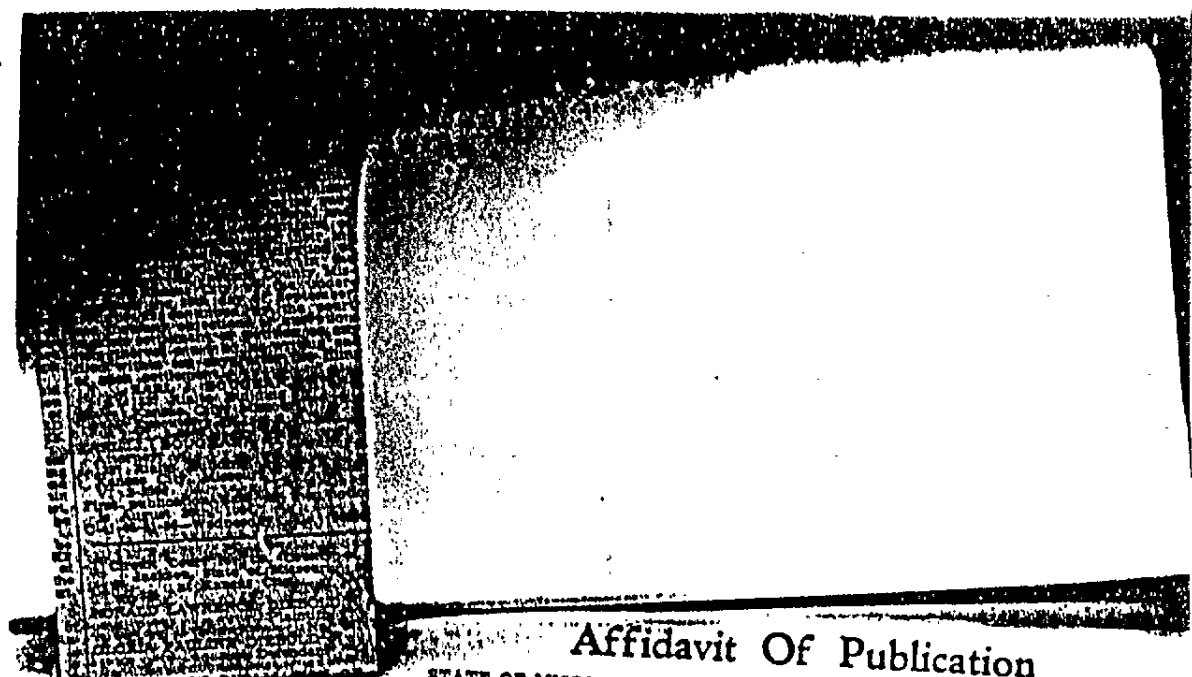
4. "To buy, lease and otherwise acquire real estate, personalty, appliances and equipment, and to operate or use the same on a commission, lease, or other basis and to sell, encumber and otherwise deal in and dispose thereof, to construct, improve, rebuild, alter, decorate, maintain, manage, control, lease, encumber, or otherwise acquire, hold and dispose of and deal in any and all kinds of improvements upon land belonging to this Company."

A statement of such corporate purposes and powers in general terms, unconditionally and without reference to statutory limitations, can be misleading to the incorporators and to future shareholders of the company. However, the deficiencies noted are not fatal to the legal form of the Articles of Incorporation, and amendments clarifying these deficiencies will not require republication of the Declaration of Intention.

The foregoing opinion, which I hereby approve, was prepared by my Assistant, Thomas J. Downey.

Yours very truly,


THOMAS J. EAGLETON
Attorney General



Affidavit Of Publication

STATE OF MISSOURI
County of Jackson

Clifford B. Smith, of lawful age, being duly sworn, says that he is one of the publishers of The Daily Record, a daily newspaper of general circulation published in Kansas City, Jackson County, Missouri, and that the notice of

Notice of Filing of Declaration

a true copy of which is hereto attached, was duly published in the Daily Edition of

Four (4) Consecutive Fridays

beginning September 4, 1964 and in each of the

following issues September 11, 18 & 25, 1964

being numbers ..48-53-58-63.....

of volume 149 of said newspaper.

Affiant further declares that said newspaper is qualified under, and has complied with all of the provisions of Chapter 493, including Section 493.050 and Section 493.070 to 493.090, Revised Statutes of Missouri 1959, as amended.

Subscribed and sworn to before me this 25th day of September, 1964, and I certify that I am duly qualified as a Notary Public and my commission expires March 3, 1968.

(NOTARY SEAL)

Francis Latchum
Notary Public in and for Jackson County, Missouri

address 14 E. M. LOR.

ARTICLE IV

The authorized capital stock of the corporation shall be \$200,000, divided into 2,000 shares of \$100.00 each, all of which shall

be paid for in cash, and the proceeds thereof shall be used for the purpose of acquiring, holding, operating, and disposing of real and personal property, and for the purpose of conducting the business of the corporation.

The corporation shall be organized and operated for the purpose of conducting the business of the corporation, and for the purpose of acquiring, holding, operating, and disposing of real and personal property, and for the purpose of conducting the business of the corporation.

To make investments in any and all kinds of securities as permitted by Chapter 376 of the Massachusetts General Laws, and to time determine, and at such prices as the Board of Directors may from time to time deem prudent to the purchase stock and securities of other corporations, and to exercise all the rights, powers and privileges of ownership thereof, and to exercise all voting powers thereof.

to buy, sell, and otherwise acquire, hold, dispose, personally, appointees or agents, nominees and associates of the corporation and its officers and employees, and to operate or use the same on a commission, lease, share or other basis of stock subscribed by each, are as follows:

thereof, to construct, improve, rebuild, alter, decorate, maintain shares

agents, control, lease, purchase, or otherwise acquire, hold and dis-
 pose of and deal in any and all kinds of improvements upon land belong-
 ing to this Company.

R. F. GARNON, 2223 W. 92nd Terr. Leawood, Kans.
To enter, please send picture and address of nearest relative, No.

X. W. EVANS - 10000 Quivira Lake, Kansas City, Kans.

To borrow or otherwise raise money for any corporate purpose and to

give concrete evidence of indebtedness, therefore, and to encumber
P. J. LITZKE 2021 N. 6th Terr., Shawnee Mission, Kans

corporate property for the repayment thereof;
J. R. Smith, 8921 W. 94th St., Lawton, Kans.

without violating the generalization of the foregoing purposes and powers,

to do anything else if it is not necessary or expedient in carrying on.

the United States to ensure that the corresponding powers

J. H. HUNTER

ARTICLE IV

ARTICLE IV

The authorized capital stock of this corporation shall be \$200,000, divided into 2,000 shares of \$100 par value each, all of which shall be issued for the corporate capital to conduct business. Each share of the capital stock shall be fully paid for in cash before being

THE UNIVERSITY OF CHICAGO

issued and thereafter each share shall be nonassessable.

the following: qualifications, limitations, restrictions, and the

special or relative rights in respect to the shares are as follows:

1997, 1998, 1999, 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023, 2024, 2025, 2026, 2027, 2028, 2029, 2030, 2031, 2032, 2033, 2034, 2035, 2036, 2037, 2038, 2039, 2040, 2041, 2042, 2043, 2044, 2045, 2046, 2047, 2048, 2049, 2050, 2051, 2052, 2053, 2054, 2055, 2056, 2057, 2058, 2059, 2060, 2061, 2062, 2063, 2064, 2065, 2066, 2067, 2068, 2069, 2070, 2071, 2072, 2073, 2074, 2075, 2076, 2077, 2078, 2079, 2080, 2081, 2082, 2083, 2084, 2085, 2086, 2087, 2088, 2089, 2090, 2091, 2092, 2093, 2094, 2095, 2096, 2097, 2098, 2099, 2100, 2101, 2102, 2103, 2104, 2105, 2106, 2107, 2108, 2109, 2110, 2111, 2112, 2113, 2114, 2115, 2116, 2117, 2118, 2119, 2120, 2121, 2122, 2123, 2124, 2125, 2126, 2127, 2128, 2129, 2130, 2131, 2132, 2133, 2134, 2135, 2136, 2137, 2138, 2139, 2140, 2141, 2142, 2143, 2144, 2145, 2146, 2147, 2148, 2149, 2150, 2151, 2152, 2153, 2154, 2155, 2156, 2157, 2158, 2159, 2160, 2161, 2162, 2163, 2164, 2165, 2166, 2167, 2168, 2169, 2170, 2171, 2172, 2173, 2174, 2175, 2176, 2177, 2178, 2179, 2180, 2181, 2182, 2183, 2184, 2185, 2186, 2187, 2188, 2189, 2190, 2191, 2192, 2193, 2194, 2195, 2196, 2197, 2198, 2199, 2200, 2201, 2202, 2203, 2204, 2205, 2206, 2207, 2208, 2209, 2210, 2211, 2212, 2213, 2214, 2215, 2216, 2217, 2218, 2219, 2220, 2221, 2222, 2223, 2224, 2225, 2226, 2227, 2228, 2229, 2230, 2231, 2232, 2233, 2234, 2235, 2236, 2237, 2238, 2239, 2240, 2241, 2242, 2243, 2244, 2245, 2246, 2247, 2248, 2249, 2250, 2251, 2252, 2253, 2254, 2255, 2256, 2257, 2258, 2259, 2260, 2261, 2262, 2263, 2264, 2265, 2266, 2267, 2268, 2269, 2270, 2271, 2272, 2273, 2274, 2275, 2276, 2277, 2278, 2279, 2280, 2281, 2282, 2283, 2284, 2285, 2286, 2287, 2288, 2289, 2290, 2291, 2292, 2293, 2294, 2295, 2296, 2297, 2298, 2299, 2300, 2301, 2302, 2303, 2304, 2305, 2306, 2307, 2308, 2309, 2310, 2311, 2312, 2313, 2314, 2315, 2316, 2317, 2318, 2319, 2320, 2321, 2322, 2323, 2324, 2325, 2326, 2327, 2328, 2329, 2330, 2331, 2332, 2333, 2334, 2335, 2336, 2337, 2338, 2339, 2340, 2341, 2342, 2343, 2344, 2345, 2346, 2347, 2348, 2349, 2350, 2351, 2352, 2353, 2354, 2355, 2356, 2357, 2358, 2359, 2360, 2361, 2362, 2363, 2364, 2365, 2366, 2367, 2368, 2369, 2370, 2371, 2372, 2373, 2374, 2375, 2376, 2377, 2378, 2379, 2380, 2381, 2382, 2383, 2384, 2385, 2386, 2387, 2388, 2389, 2390, 2391, 2392, 2393, 2394, 2395, 2396, 2397, 2398, 2399, 2400, 2401, 2402, 2403, 2404, 2405, 2406, 2407, 2408, 2409, 2410, 2411, 2412, 2413, 2414, 2415, 2416, 2417, 2418, 2419, 2420, 2421, 2422, 2423, 2424, 2425, 2426, 2427, 2428, 2429, 2430, 2431, 2432, 2433, 2434, 2435, 2436, 2437, 2438, 2439, 2440, 2441, 2442, 2443, 2444, 2445, 2446, 2447, 2448, 2449, 2450, 2451, 2452, 2453, 2454, 2455, 2456, 2457, 2458, 2459, 2460, 2461, 2462, 2463, 2464, 2465, 2466, 2467, 2468, 2469, 2470, 2471, 2472, 2473, 2474, 2475, 2476, 2477, 2478, 2479, 2480, 2481, 2482, 2483, 2484, 2485, 2486, 2487, 2488, 2489, 2490, 2491, 2492, 2493, 2494, 2495, 2496, 2497, 2498, 2499, 2500, 2501, 2502, 2503, 2504, 2505, 2506, 2507, 2508, 2509, 2510, 2511, 2512, 2513, 2514, 2515, 2516, 2517, 2518, 2519, 2520, 2521, 2522, 2523, 2524, 2525, 2526, 2527, 2528, 2529, 2530, 2531, 2532, 2533, 2534, 2535, 2536, 2537, 2538, 2539, 2540, 2541, 2542, 2543, 2544, 2545, 2546, 2547, 2548, 2549, 2550, 2551, 2552, 2553, 2554, 2555, 2556, 2557, 2558, 2559, 2560, 2561, 2562, 2563, 2564, 2565, 2566, 2567, 2568, 2569, 2570, 2571, 2572, 2573, 2574, 2575, 2576, 2577, 2578, 2579, 2580, 2581, 2582, 2583, 2584, 2585, 2586, 2587, 2588, 2589, 2590, 2591, 2592, 2593, 2594, 2595, 2596, 2597, 2598, 2599, 2600, 2601, 2602, 2603, 2604, 2605, 2606, 2607, 2608, 2609, 2610, 2611, 2612, 2613, 2614, 2615, 2616, 2617, 2618, 2619, 2620, 2621, 2622, 2623, 2624, 2625, 2626, 2627, 2628, 2629, 2630, 2631, 2632, 2633, 2634, 2635, 2636, 2637, 2638, 2639, 2640, 2641, 2642, 2643, 2644, 2645, 2646, 2647, 2648, 2649, 2650, 2651, 2652, 2653, 2654, 2655, 2656, 2657, 2658, 2659, 2660, 2661, 2662, 2663, 2664, 2665, 2666, 2667, 2668, 2669, 2670, 2671, 2672, 2673, 2674, 2675, 2676, 2677, 2678, 26

For delivery, please contact the following person or persons, per-

[illegible]

transferable shares of the stock of this corporation and

SECRET - NO FORN DISSEM, NO UNCLASS. COLLECTIONS, NO EXPORT

securities of any class of this corporation, issued or sold, nor any

right of subscription to my throat, rather than such, if any, as the

...and at such price

14. The Board of Directors of the Company is also a member of the

1. The above information was obtained from the following sources:

A. H. THURMAN 1014 N. 5th St. - Kansas City, Mo.

1. M. HIGANS Addressed to: Kansas City, Mo.

W. W. STONE, JR., 1000 N. 10th St., Kansas City, Mo.

and edit...

The names, residences and addresses of the incorporators and the number of shares of each class of stock subscribed by each, are as follows:

Name	Address	Shares
T. J. KIRK	10114 Wendona Terr., Leawood, Kans.	
P. J. TRIMBLE	2021 W. 8th Terr., Shawnee Mission, Mo.	Common
J. M. LEE	2021 W. 8th St., Leawood, Kans.	
J. M. LEE	5115 Oak St., Kansas City, Mo.	1888
T. J. KIRK	Quivira Lake, Kansas City, Kans.	
T. J. KIRK	3607 W. 52nd Pl., Shawnee Mission, Kans.	1
R. T. GUNION	10111 High Dr., Leawood, Kans.	
R. T. GUNION	2923 W. 92nd Terr., Leawood, Kans.	1
A. M. THURMOND	4021 W. 84th St., Shawnee Mission, Kans.	
A. M. THURMOND	1014 W. 67th St., Kansas City, Mo.	1
ALFRED KURATKE	3617 W. 52nd St., Shawnee Mission, Kans.	
K. W. EVANS	Quivira Lake, Kansas City, Kans.	1

T. J. KIRK 10114 Wendona Terr., Leawood, Kans. 1
The incorporators shall have power to accept, amend and rescind bylaws.
P. J. TRIMBLE 2021 W. 8th Terr., Shawnee Mission, Kans. 1
to fill vacancies occurring in the board from any cause, to elect
J. M. LEE 5115 Oak St., Leawood, Kans. 1
officers and directors from their own number, an executive committee
T. J. KIRK Quivira Lake, Kansas City, Kans. 1
and other committees, and vest said committee or committees with all
R. T. GUNION 10111 High Dr., Leawood, Kans. 1
the powers conferred by the bylaws.
K. W. EVANS 4021 W. 84th St., Shawnee Mission, Kans. 1
ALFRED KURATKE 3617 W. 52nd St., Shawnee Mission, Kans. 1
J. M. LEE 5115 Oak St., Kansas City, Mo. 1888

unless and until the full amount of capital stock of \$100,000 has

been paid in the amount of at least \$100,000 shall have been paid to the
existence of the corporation shall be perpetual, and it shall be
incorporated in such and invested in such business as required by
the Federal stock and mutual company at all times.
Chapter 376 Revised Statutes of Missouri.

ARTICLE VII

Police holders shall not have the right of election or directors nor
in the management of the company.

ARTICLE VIII

The affairs of the corporation shall be conducted by a board of
directors consisting of 12 members. Until the first annual meeting
of the corporation, or until their successors have been elected and
have qualified, the following persons shall be directors of this
corporation:

Name	Address
J. M. LEE	5115 Oak St., Kansas City Mo.
T. J. KIRK	3607 W. 52nd Pl., Shawnee Mission, Kans.
R. T. GUNION	2923 W. 92nd Terr., Leawood, Kans.
A. M. THURMOND	1014 W. 67th St., Kansas City, Mo.
K. W. EVANS	Quivira Lake, Kansas City, Kans.

R. J. [redacted] 1901 W. 84th St. Shawnee Mission, Kans.
 ALFRED [redacted] 1901 W. 84th St. Shawnee Mission, Kans.

Subscribed and sworn to before me this 22nd day of July, 1938.
The corporation shall not commence to do business or issue policies
unless and until the full amount of capital stock of \$100,000 and
surplus in the amount of at least \$300,000 shall have been paid to the
corporation in cash and invested in such securities as required by
Chapter 376 Revised Statutes of Missouri.

In reply to interest, I have returned your card and the letter to you.
 With regard to your letter, I have no objection to your using the same.
 Very truly,
 W. H. Edwards
 W. H. Edwards
 W. H. Edwards

7982 : 4424

'98 APR 1 PM 2 06

259-611-2

FILED
SECRETARY OF STATE

Secretary of State/Corporation Division Form

Certificate of Domestication CD

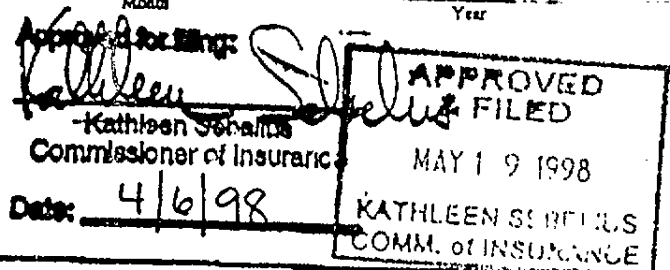
1. Name of corporation: Universal Underwriters Life Insurance Company
2. Home state of incorporation: Missouri
3. Date of original incorporation: December 21, 1964 2882 02 04-07-1998 20:24:46
2596112
4. Principal place of business: 6363 College Boulevard, Overland Park, Kansas 66211 51 NEW CORPORATION
Street Address City State Zip
5. Resident agent and registered office in Kansas: Curt Starnes Name of Resident Agent
- 6363 College Boulevard, Overland Park, Kansas 66211
Street Address (Cannot be a P.O. Box) City State Zip

The corporation hereby redomesticates itself in Kansas as a Kansas domiciled insurance corporation. The corporation has received approval from the Kansas Insurance Department to redomesticate in Kansas, evidenced by the stamp of approval on this certificate.

I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct. Executed on this 3rd day of April, 1998

K.F. Goldstein
President/Vice President K.F. Goldstein

Attest: C.R. Starnes
Secretary/Asst. Secretary C.R. Starnes

**INSTRUCTIONS**

1. The Certificate of Domestication must be filed along with Restated Articles of Incorporation to effect an insurance company's redomestication to the state of Kansas.
2. Both the Certificate of Domestication and the Restated Articles of Incorporation must be approved by the Insurance Commissioner as evidenced by the Commissioner's stamp of approval before they are filed with the Secretary of State.
3. The filing fee is \$20 per document.
4. The requirements for Restated Articles of Incorporation are stated in K.S.A. 17-6605.

10-100000/01

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

UNIVERSAL UNDERWRITERS LIFE INSURANCE COMPANY

I, REBECCA McDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI AND KEEPER OF THE GREAT SEAL THEREOF, DO HEREBY CERTIFY THAT THE ANNEXED PAGES CONTAIN A FULL, TRUE AND COMPLETE COPY OF THE ORIGINAL DOCUMENTS ON FILE AND OF RECORD IN THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 6TH DAY OF MARCH, 1998.

Rebecca McDowell Cook
Secretary of State



2819463

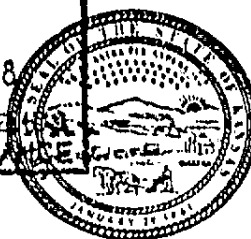
STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH

APPROVED
& FILED

MAY 11/9. 1998

KATHLEEN SEBEL
COMM. OF INSURANCE



To all to whom these presents shall come, Greetings:

I, RON THORNBURGH, Secretary of State of the State of Kansas,
do hereby certify that the attached is a true and correct
copy of an original on file and of record in this office.

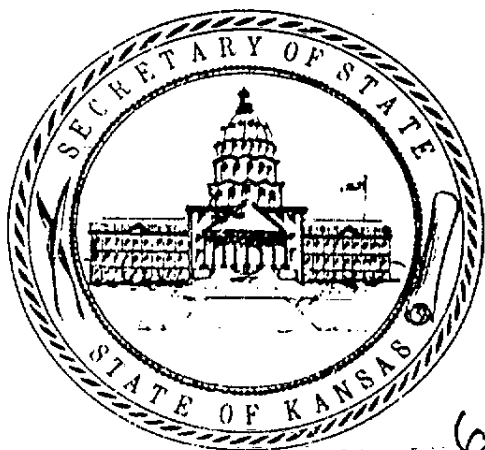
STATE OF KANSAS } SS
COUNTY OF JOHNSON }
FILED IN RECORD

1998 APR 17 P 3:47.8

1800 KARA F. ULLICH
REGISTER OF DEEDS

IN TESTIMONY WHEREOF:

I hereto set my hand and cause to
be affixed my official seal. Done
at the City of Topeka, this day,
April 1, 1998

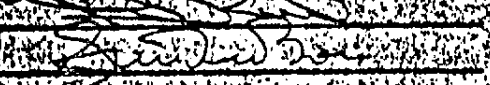


Ron Thornburgh

RON THORNBURGH
SECRETARY OF STATE

6 pages are attached to this certification.

...of the ... of Universal ...
... and their ...
... in the following Articles

... in this ... of July, 1904.

My Commission Expires ...

State of ...
County of ...

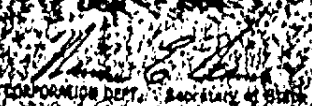
... of ...
... of ...
... of ...

... of ...
... of ...

My Commission Expires ...



FILED AND CERTIFICATE OF
INCORPORATION ISSUED

SEP 2 1904

CORPORATION DEPT. SECRETARY OF STATE

State of Missouri



Department of Insurance

Certified Copy

I, Jay Angoff, Director of the Department of Insurance, State of Missouri, do hereby certify that the annexed pages are a true and correct copy of the original

CONTINGENT APPROVAL OF REDOMESTICATION

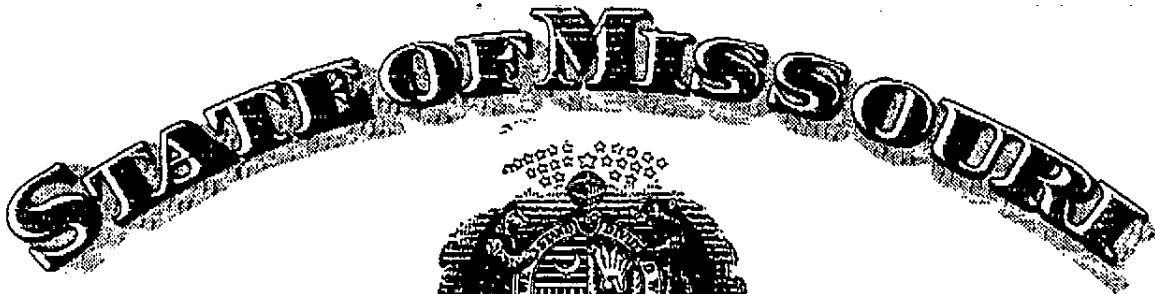
FOR

UNIVERSAL UNDERWRITERS LIFE INSURANCE COMPANY

Which said original is now of file in this department.

IN WITNESS WHEREOF, I have hereunto set my hand and caused to be affixed the Seal of said Department. Done at my office in the City of Jefferson, this 25th day of August, 1998.

Jay Angoff, Director



DEPARTMENT OF INSURANCE

P.O. Box 690, Jefferson City, Mo. 65102-0690

IN RE:
REDOMESTICATION OF UNIVERSAL
UNDERWRITERS LIFE INSURANCE COMPANY

CONTINGENT APPROVAL OF REDOMESTICATION

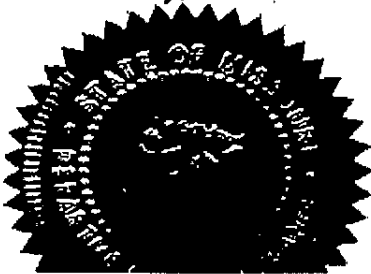
Based on the application of Universal Underwriters Life Insurance Company ("UULIC"), I, Jay Angoff, Director of the Missouri Department of Insurance, find and conclude that:

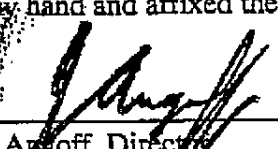
1. UULIC is a Missouri domestic insurance company and has a certificate of authority to transact the business of insurance, pursuant to Chapter 376 RSMo 1994.
2. UULIC has requested the approval of the Director to transfer its domicile to Kansas pursuant to Section 375.908.2 RSMo 1994.
3. UULIC is admitted to transact business in the state of Kansas.
4. The proposed transfer would not be contrary to the interests of the policyholders of UULIC.

ORDER

Based on the foregoing findings and conclusions, the proposed transfer of domicile of UULIC to Kansas is APPROVED, CONTINGENT upon UULIC receiving approval to redomesticate to Kansas from the State of Kansas Department of Insurance. The effective date of this Order shall coincide with the effective date of the amended Certificate of Authority as approved by the State of Kansas.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of my office in Jefferson City, Missouri, this 26th day of March, 1998.




Jay Angoff, Director
Department of Insurance
State of Missouri