

CONSECO FINANCIAL SERVICES, INC.

11825 N. Pennsylvania Street
Carmel, IN 46032

820917

June 20, 1997

Mr. T. Lewis
Florida Department of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

300002221773--8
-06/24/97--01086--011
*****35.00 *****35.00

RE: Amendment for Authorization to Transact Business

Dear Mr. Lewis:

In response to your recent correspondence, enclosed is our check in the amount of \$35.00 to cover the amendment filing fee. Also, enclosed is the application amendment by foreign corporation, articles of amendment accompanied by an original certificate from the State of Pennsylvania.

Please file-mark the enclosed copy of this letter and return it in the enclosed self-addressed, postage paid envelope at your earliest convenience. Should you have any questions, you may contact me at 317/817-6221.

Sincerely,


Denise Phillips
Compliance Assistant

sdp

Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 23 PM 12:24

JUN 23 1997

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. Philadelphia Life Asset Planning Company
Name of corporation as it appears on the records of the Department of State.
2. Pennsylvania 3. 11/27/67
Incorporated under laws of Date authorized to do business in Florida

FILED
SECRETARY
DIVISION
97 JUN 23
PM 12:21

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? 1/14/97
5. Conseco Financial Services, Inc.
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.


Signature

n/a
New Jurisdiction

6/10/97
Date

William P. Latimer
Typed or printed name

Vice President
Title



COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

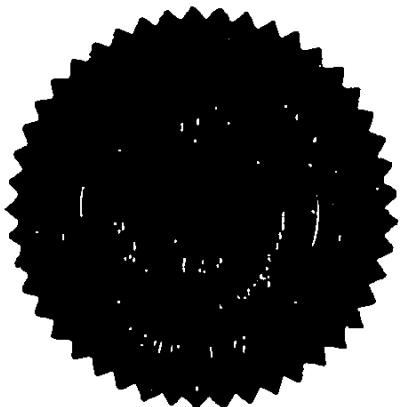
JUNE 11, 1997

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

CONSECO FINANCIAL SERVICES, INC.

I, Yvette Kane, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

which appear of record in this department



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

A handwritten signature in cursive script, reading "Yvette Kane".

Secretary of the Commonwealth

DPOS

Microfilm Number _____

Filed with the Department of State on JAN 14 1997

Entity Number 286263

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Philadelphia Life Asset Planning Company

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>111 North Broad Street</u>	<u>Philadelphia</u>	<u>PA</u>	<u>19107</u>	<u>Philadelphia</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Pennsylvania

4. The date of its incorporation is: May 1, 1967

5. (Check, and if appropriate complete, one of the following):

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

☒ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

☒ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

☒ The amendment adopted by the corporation, set forth in full, is as follows:

"Article 1

The name of the Company is Conseco Financial Services, Inc."

☐ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

JAN 14 1997
PA DEPT. OF STATE

8. (Check if the amendment restates the Articles):

 The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 14th day of January, 19 97.

Philadelphia Life Asset Planning Company
(Name of Corporation)

BY: 

(Signature)

TITLE: Vice President, Secretary and Senior Counsel