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CONSECO

CONSECO, INC.
11825 N. Pennsylvania Street
P.O. Box 1911
Carmel, Indiana 46032

September 4, 1998

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

000002641690--9
-09/09/98--01017-001
*****70.00 *****35.00

RE: MDS Securities Incorporated ("MDS") EIN #22-3120482
Conseco Financial Services, Inc. ("CFS") EIN #23-1680888

Dear Sir or Madam:

Pursuant to the merger of the two above referenced foreign corporations (both of which are qualified to do business in Florida), and simultaneous name change by the surviving corporation (MDS), I have enclosed an original and one conformed copy of an Application By Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida. A Certificate of Fact evidencing the name change and merger is enclosed. With regard to the discontinuing corporation (CFS), an original and one conformed copy of an Application By Foreign Corporation For Withdrawal of Authority to Transact Business or Conduct Affairs in Florida are enclosed. Since the survivor is taking the name of the non-surviving corporation, please be careful to terminate the Certificate of Authority for Conseco Financial Services, Inc. with the EIN of 23-1680888.

In order to facilitate the filings, I have enclosed a letter signed by an officer of Conseco Financial Services, Inc. consenting to the use of the name by the surviving corporation. A check in the amount of \$70.00 is enclosed to cover the requisite filing fees at \$35.00 per document.

Please date-stamp the enclosed copy of this letter and return it in the self-addressed, stamped envelope provided. Should you have any questions concerning these filings, please do not hesitate to contact the undersigned at 317-817-4028.

Sincerely,

Ruth Parker Sarvadi
Corporate Paralegal

Enc.

GALEGAL\RPS\CFS-MDS

Withdrawal
LFT
9-17-98

FILED
98 SEP -9 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

Conseco Financial Services, Inc. (FEI # 23-1680888)

(Name of Corporation)

Pennsylvania

(Incorporated Under Laws Of)

FILED
98 SEP -9 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

11815 North Pennsylvania Street

(Mailing Address)

Carmel, Indiana 46032

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

September 2, 1998
Date

William P. Latimer

Typed or printed name

Vice President

Title