

822005

ESCORP LIFE INSURANCE COMPANY

FOUNDED IN 1963

200002223002--1

-06/25/97--01094--022

****148.75 *****35.00

June 10, 1997

Ms. Susan Payne, Administrator
Amendment Section
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

SENT VIA UPS OVER NIGHT DELIVERY

FILED STATES
DIVISION OF CORPORATIONS
97 JUN 11 PM 12:17

Re: Application by Foreign Corporation to File Amendment to Application for Authorization to Transact
Business in Florida

Dear Ms. Payne:

Thank you for taking the time to discuss amendments to our Company name over the telephone yesterday. Enclosed for your consideration are four applications to bring the Corporation up to date and current with the Florida Division of Corporations. The amendments to the corporate name and/or jurisdiction of the corporation are shown below:

1. Federated Investors Life Insurance Company, a Nebraska corporation changed its name to American Combined Life Insurance Company on 4-21-92.
2. American Combined Life Insurance Company, a Nebraska corporation, changed its name to Combined American Life Insurance Company and changed its jurisdiction of incorporation from Nebraska to Illinois on 8-1-95.
3. Combined American Life Insurance Company, an Illinois corporation, changed its name to American Combined Life Insurance Company on 11-27-95.
4. American Combined Life Insurance Company, an Illinois corporation, changed its name to Resource Life Insurance Company on 10-9-96.

For your information, the Illinois Secretary of State does not register life insurance companies. The registration of life insurance companies is handled in Illinois by the Department of Insurance.

Also enclosed is our check in the amount of \$148.75 to cover the required filing fees and to provide us with a Certificate of Status for the last amendment (American Combined Life Insurance Company name change to Resource Life Insurance Company). The Bureau of Collateral Securities has requested an Original Certificate from the Florida Secretary of State certifying our name has been officially changed.

Should you have any questions, or need additional information, please let me know. Please send the requested document to my attention at the below listed address.

Sincerely,

Joe R. Elms

Joe R. Elms
Manager, Government Relations

Enclosures

NIC Amend
Sp 6/11/97

FILED STATES
DIVISION OF CORPORATIONS
97 JUN 11 PM 12:17

FILING	35
R. AGENT	
CERT. COPY	
CUS	
OVERPAYMENT	
TOTAL	35

SECTION I
(1-3 MUST BE COMPLETED)

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JUN 11 PM12:17

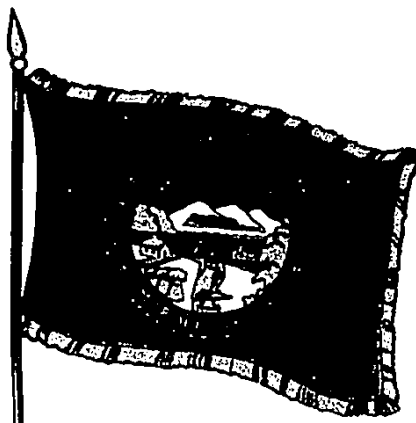
President & CEO	Title
[Signature]	[Signature]

STATE OF

NEBRASKA

United States of America,
State of Nebraska

} ss.



Department of State
Lincoln, Nebraska

I, Scott Moore, Secretary of State of the State of Nebraska do hereby
certify;

FEDERATED INVESTORS LIFE INSURANCE COMPANY

with registered office located in Lincoln, Nebraska, filed
Articles of Amendment to the Articles of Incorporation changing
the corporate name to

AMERICAN COMBINED LIFE INSURANCE COMPANY

as filed and recorded in this office on April 21, 1992.

In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on June 4
in the year of our Lord, one thousand
nine hundred and ninety-seven.



Scott Moore

SECRETARY OF STATE

2..

822005

RESOURCE LIFE INSURANCE COMPANY

FOUNDED IN 1963

June 10, 1997

600002223006--8
-06/25/97--01094--022
****148.75 *****35.00

SENT VIA UPS OVER NIGHT DELIVERY

Ms. Susan Payne, Administrator
Amendment Section
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

Re: Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida

Dear Ms. Payne:

Thank you for taking the time to discuss amendments to our Company name over the telephone yesterday. Enclosed for your consideration are four applications to bring the Corporation up to date and current with the Florida Division of Corporations. The amendments to the corporate name and/or jurisdiction of the corporation are shown below:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 11 PM 12:31

1. Federated Investors Life Insurance Company, a Nebraska corporation changed its name to American Combined Life Insurance Company on 4-21-92.
2. American Combined Life Insurance Company, a Nebraska corporation, changed its name to Combined American Life Insurance Company and changed its jurisdiction of incorporation from Nebraska to Illinois on 8-1-95.
3. Combined American Life Insurance Company, an Illinois corporation, changed its name to American Combined Life Insurance Company on 11-27-95.
4. American Combined Life Insurance Company, an Illinois corporation, changed its name to Resource Life Insurance Company on 10-9-96.

For your information, the Illinois Secretary of State does not register life insurance companies. The registration of life insurance companies is handled in Illinois by the Department of Insurance.

Also enclosed is our check in the amount of \$148.75 to cover the required filing fees and to provide us with a Certificate of Status for the last amendment (American Combined Life Insurance Company name change to Resource Life Insurance Company). The Bureau of Collateral Securities has requested an Original Certificate from the Florida Secretary of State certifying our name has been officially changed.

Should you have any questions, or need additional information, please let me know. Please send the requested document to my attention at the below listed address.

Sincerely,

WORE "Life" omitted
in error on

Joe R. Elms
Manager, Government Relations

FILING 35
R. AGENT Joe R. Elms
CERT. COPY Enclosures
CUS Enclosures
OVERPAYMENT 35
TOTAL 35

NIC Amend
for 6/11/97 Jurisdiction

Changed Jurisdiction to

SECTION I
(1-3 MUST BE COMPLETED)

L. Keller Smith
Typed or printed name



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois

Date: JUN 06 1997


Mark Boozell, Director of Insurance

By 

Printed on Recycled Paper

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE



Whereas, the COMBINED AMERICAN INSURANCE COMPANY

located at CHICAGO, in the State of ILLINOIS
has complied with all the requirements of the "ILLINOIS INSURANCE CODE" applicable to
said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do
hereby authorize the said Company to transact its appropriate business as set forth under
Clause(s) (a) and (b) of Class 1

of Section 4 of the "ILLINOIS INSURANCE CODE" in this State, in accordance with the
laws thereof, to be effective August 1, 1995.



In Testimony Whereof,

I hereto set my hand and cause to be affixed the Seal of my office.

Done at the City of Springfield, this 17th

day of AUGUST, 19 95

MARK BOOZELL,

Director of Insurance

By: Arnold Heston

RECEIVED**AUG 08 1995**GOV'T. REL. DEPT.
E. H.NEBRASKA DEPARTMENT
OF INSURANCE**AUG 01 1995****BEFORE THE DEPARTMENT OF INSURANCE
STATE OF NEBRASKA****FILED**IN THE MATTER OF THE
REDOMESTICATION OF AMERICAN
COMBINED LIFE INSURANCE COMPANY
FROM NEBRASKA TO ILLINOIS))))))))))
REDOMESTICATION ORDER))))))))))
CAUSE NO. C-910

American Combined Life Insurance Company ("ACLIC") which is a Nebraska domestic life insurance company has applied to the Director of Insurance in the State of Nebraska for approval to redomesticate from Nebraska to Illinois and to simultaneously change its name to Combined American Insurance Company. After reviewing the filings, correspondence and all other pertinent information provided to the Nebraska Department of Insurance, the Director hereby, approves the application and finds, concludes and orders as follows:

FINDINGS OF FACT

1. On May 15, 1995, American Combined Life Insurance Company filed an application to redomesticate from Nebraska to Illinois pursuant to Neb.Rev.Stat. §44-161-§44-164 (redomestication provisions) and the provisions of the Nebraska Business Corporations Act. Concurrent with the change of domicile American Combined Life Insurance Company will change its name to Combined American Insurance Company.

2. American Combined Life Insurance Company is a Nebraska life insurer which was initially licensed by the State of Nebraska in November of 1963. The Combined Insurance Company of America is the ultimate parent of American Combined Life Insurance Company.

3. American Combined Life Insurance Company has filed a Plan of Redomestication with both the Department and the Illinois Department of Insurance in support of this application. Under this Plan, the transfer of American Combined Life Insurance Company's domicile from Nebraska to Illinois is effective on August 1, 1995. Under the Plan simultaneous with redomestication, American Combined Life Insurance Company is to become a foreign insurer admitted to transact the business of insurance in Nebraska with the name "Combined American Insurance Company". American Combined Life Insurance Company will continue to be a foreign insurer in all the states in which it is authorized to transact business. The application and plan are subject to approval of the Director and the Illinois Department of Insurance.

4. The Board of Directors of American Combined Life Insurance Company have approved this action and this application and have caused American Combined Life Insurance Company to file restated articles of incorporation and restated by-laws for American Combined Life Insurance Company to effect a transfer of American Combined Life Insurance Company's domicile to Illinois and to effect the name change.

5. American Combined Life Insurance Company has submitted all documents, information, and filings as required by Nebraska law and the Department including the application for approval, proposed restated by-laws and the notice of change of domicile that will be sent to all American Combined Life Insurance Company's policyholders.

CONCLUSIONS OF LAW

1. The Department of Insurance has jurisdiction over the subject matter and the parties of this transaction; and
2. The approval of the application will not in any manner impair the rights, remedies, or securities of the creditors and will not render American Combined Life Insurance Companies operations hazardous to the public or its policyholders in any state. The interests of American Combined Life Insurance Company's policyholders are fully protected under the plan.
3. After the redomestication, American Combined Life Insurance Company will meet all the requirements for a certificate of authority as Nebraska foreign life insurer.

ORDER

1. IT IS THEREFORE ORDERED that the application of American Combined Life Insurance Company to transfer domicile from Nebraska to Illinois is approved and that the Nebraska Department of Insurance will issue American Combined Life Insurance Company a Certificate of Authority to do business as a foreign insurer in the State of Nebraska subject to the following to conditions with the new name Combined American Insurance Company;

- a. American Combined Life Insurance Company will provide the Department with a certified copy of the order and approval of the application by the Illinois Department of Insurance;
- b. American Combined Life Insurance Company will submit final certified copies of the Restated Articles of Incorporation and Restated By-Laws as approved by the Department of Illinois;

06/11/97 14:10

ID:ACN AUTOMOTIVE GROUP

FAX:214-879-1074

PAGE 5

06/11/97

15:03

ACN CORPORATION + 214 879 1074

NO.837 005

- c. American Combined Life Insurance Company will submit a filing fee in the amount of \$120.00 pursuant to Neb.Rev.Stat. §44-114.

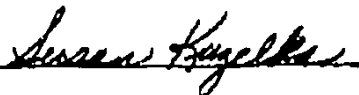
Dated this 2 day of August, 1995.

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE


ROBERT G. LANGE
Director

CERTIFICATE OF SERVICE

A copy of this Order approving redomestication was served upon American Combined Life Insurance Company at their executive offices 123 North Wacker Drive, Chicago, Illinois 60606 Attn.: Elaine Hofer, by U.S. Mail postage prepaid on this 4 day of August, 1995.



3

822005
RESURCO LIFE INSURANCE COMPANY
FOUNDED IN 1963

June 10, 1997

Ms. Susan Payne, Administrator
Amendment Section
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

SENT VIA UPS OVER NIGHT DELIVERY

700002223007--5

-06/25/97--01094--022

****148.75 *****35.00

Re: Application by Foreign Corporation to File Amendment to Application for Authorization to Transact
Business in Florida

Dear Ms. Payne:

Thank you for taking the time to discuss amendments to our Company name over the telephone yesterday. Enclosed for your consideration are four applications to bring the Corporation up to date and current with the Florida Division of Corporations. The amendments to the corporate name and/or jurisdiction of the corporation are shown below:

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3. Combined American Life Insurance Company, an Illinois corporation, changed its name to American Combined Life Insurance Company on 11-27-95.
4. American Combined Life Insurance Company, an Illinois corporation, changed its name to Resource Life Insurance Company on 10-9-96.

For your information, the Illinois Secretary of State does not register life insurance companies. The registration of life insurance companies is handled in Illinois by the Department of Insurance.

Also enclosed is our check in the amount of \$148.75 to cover the required filing fees and to provide us with a Certificate of Status for the last amendment (American Combined Life Insurance Company name change to Resource Life Insurance Company). The Bureau of Collateral Securities has requested an Original Certificate from the Florida Secretary of State certifying our name has been officially changed.

Should you have any questions, or need additional information, please let me know. Please send the requested document to my attention at the below listed address.

Sincerely,

Joe R. Elms

Joe R. Elms
Manager, Government Relations

Enclosures

35
FILING
B. AGENT
CERT. COPY
CUS
OVERPAYMENT
TOTAL 35

NIC Amend

6/11/97

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)

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JUN 11 PM 12:34

1. Combined American Life Insurance Company

Name of corporation as it appears on the records of the Department of State.

2. Illinois

Incorporated under laws of

3. _____

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 27, 1995

5. American Combined Life Insurance Company

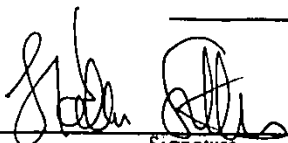
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated." or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

L. Keller Smith

Typed or printed name

June 9, 1997

Date

President & CEO

Title



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: JUN 06 1997

[Signature]

Mark Boozell, Director of Insurance

By *[Signature]*

IL 446-0135 (7/95)

Printed on Recycled Paper

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE



Whereas, the AMERICAN COMBINED LIFE INSURANCE COMPANY

located at CHICAGO, in the State of ILLINOIS
has complied with all the requirements of the "ILLINOIS INSURANCE CODE" applicable to
said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do
hereby authorize the said Company to transact its appropriate business as set forth under
Clause(s) (a) and (b) of Class 1

of Section 4 of the "ILLINOIS INSURANCE CODE" in this State, in accordance with the
laws thereof.



In Testimony Whereof,

I hereto set my hand and cause to be affixed the Seal of my office.

Done at the City of Springfield, this 27th

day of November, 19 95

Mark Rodell

Director of Insurance

By [Signature]

4

RESOURCE LIFE INSURANCE COMPANY

FOUNDED IN 1963

822005

June 10, 1997

Ms. Susan Payne, Administrator
Amendment Section
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

SENT VIA UPS OVER NIGHT DELIVERY

000002223010--6

-06/25/97--01094--022

****148.75 *****43.75

Re: Application by Foreign Corporation to File Amendment to Application for Authorization to Transact
Business in Florida

Dear Ms. Payne:

Thank you for taking the time to discuss amendments to our Company name over the telephone yesterday. Enclosed for your consideration are four applications to bring the Corporation up to date and current with the Florida Division of Corporations. The amendments to the corporate name and jurisdiction of the corporation are shown below:

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Should you have any questions, or need additional information, please let me know. Please send the requested document to my attention at the below listed address.

Sincerely,

Joe R. Elms

Joe R. Elms
Manager, Government Relations

Enclosures

FILING	35
RECEIPT	
CERT. COPY	
CUS	8.75
OVERPAYMENT	
TOTAL	43.75

NIC Amend

6/11/97

Sp

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. American Combined Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Illinois 3. _____
Incorporated under laws of Date authorized to do business in Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 11 1997

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? October 9, 1996
5. Resource 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.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction


Signature

June 9, 1997
Date

L. Keller Smith
Typed or printed name

President & CEO
Title



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE



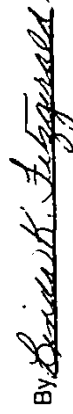
I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: JUN 06 1997



Mark Bozell, Director of Insurance

By 

Printed on Recycled Paper

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE



Whereas, the RESOURCE LIFE INSURANCE COMPANY

located at ROLLING MEADOWS, in the State of ILLINOIS
has complied with all the requirements of the "ILLINOIS INSURANCE CODE" applicable to
said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do
hereby authorize the said Company to transact its appropriate business as set forth under
Clause(s) (a) and (b) of Class 1

of Section 4 of the "ILLINOIS INSURANCE CODE" in this State, in accordance with the
laws thereof.



In Testimony Whereof,

I hereto set my hand and cause to be affixed the Seal of my office.

Done at the City of Springfield, this 9th

day of OCTOBER, 1996

Mark Bonzelli

Director of Insurance

By: [Signature]