

825651



January 17, 2000.

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

FILED
00 JAN 24 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Re: Assurity Life Insurance Company

Dear Reader:

Pursuant to a previously received Instruction Sheet from your office, I send you the following items to enable you to recognize Assurity Life Insurance Company as a Nebraska and not a Michigan corporation.

- Nebraska Secretary of State Certification of Amended and Restated Articles of Incorporation and related items, and
- Assurity's check in the amount of \$43.75 representing the filing fee (\$35.00) and \$8.75 for a Certificate of Status.

Based on these items, please adjust your records and send me a Certificate of Status reflecting this change. Should you need to contact me, my direct telephone number is 402/437-4308.

Thank you for your assistance.

Amend
2-2-00
DMS

Sincerely,

A handwritten signature in cursive script that reads 'John D. Ragsdale'.

John D. Ragsdale
Assistant Secretary

Enclosures

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)

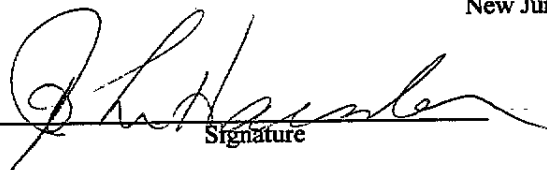
1. Assurity Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Michigan 3. January 25, 1971
Incorporated under laws of Date authorized to do business in Florida

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? _____
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

1-17-2000
Date

John Haessler
Typed or printed name

President and Chief Executive Officer
Title

FILED
00 JAN 24 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF

NEBRASKA

United States of America,
State of Nebraska

} ss.



Department of State
Lincoln, Nebraska

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

the attached is a true and correct copy of Articles of Amended and
restated Articles of Incorporation of

ASSURITY LIFE INSURANCE COMPANY

with registered office located in Lincoln, Nebraska, as filed in this
office on April 1, 1998.

In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on January 13, in the
year of our Lord, two thousand.



Scott Moore

SECRETARY OF STATE

APR 1 1998

STATE OF NEBRASKA
SECRETARY'S OFFICE
Received filed and recorded on
film roll no. 78-7
at page 766

Certificate

Deborah J. Hill
Secretary of State
By Jill #66.0028

I hereby certify that I am the Secretary of Assurity Life Insurance Company and that the attached resolution was duly and unanimously adopted by the Board of Directors of said Company on the 31st day of December, 1997.

In witness whereof, I have hereunto affixed my name as Secretary this 30th day of March, 1998.

Frederick R. Rickers
Frederick R. Rickers, Secretary

WHEREAS, Assurity Life Insurance Company is a Michigan domestic insurance company;

WHEREAS, The redomestication of the Corporation to the State of Nebraska from the State of Michigan is desirable and in the best interest of the Corporation and its sole stockholder;

NOW, THEREFORE, BE IT RESOLVED that this Corporation redomesticate to the State of Nebraska from the State of Michigan.

BE IT FURTHER RESOLVED that the President of Assurity Life Insurance Company be and is hereby directed to take all actions necessary to redomesticate the Corporation to the State of Nebraska from the State of Michigan.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ASSURITY LIFE INSURANCE COMPANY
(formerly Foremost Life Insurance Company)

ARTICLE I.

The name of the incorporators and their respective places of residence are as follows:

Foremost Insurance Company	2650 E. Beltline, S.E., Grand Rapids, MI
Edw. J. Frey	180 Greenwich Rd. S.E., Grand Rapids, MI
Richard E. Riebel	1535 Pontiac, S.E., Grand Rapids, MI
Carl L. Geis	1537 Plymouth, S.E., Grand Rapids, MI
James W. Jarred	529 Forest Hills, S.E., Grand Rapids, MI
Stewart P. Johnson	612 Greenbrier, S.E., Grand Rapids, MI
Donald T. Maentz	910 Rosewood, S.E., Grand Rapids, MI
Edward C. McCobb	940 San Jose Dr., S.E., Grand Rapids, MI
Norman J. E. Roe	2747 Maplewood Dr., S.E., Grand Rapids, MI
Don W. Smith	4961 Cascade Rd., S.E., Grand Rapids, MI
Glenn Waugh	2629 Oakwood Dr., S.E., Grand Rapids, MI
William F. Winkler	2200 Heather, S.E., Grand Rapids, MI
Franklyn K. Smale	1796 Benjamin, N.E., Grand Rapids, MI

ARTICLE II.

The name of this corporation shall be ASSURITY LIFE INSURANCE COMPANY.

ARTICLE III.

The principal place of transacting its business shall be in the City of Lincoln, in the County of Lancaster and State of Nebraska.

ARTICLE IV.

The general nature of business to be transacted by this corporation and its objects shall be to engage in and conduct the business of an insurance corporation in accordance with the laws of the State of Nebraska, and the corporation shall have power:

- (1) To issue insurance against sickness and bodily injury or death by accidental means, and against disablement resulting from sickness and every insurance pertaining thereto.

NEBRASKA DEPT INSURANCE

MAR 13 1998

ARTICLE XI.

A director of this corporation shall not be personally liable to this corporation or its stockholders for monetary damages for any action taken, or any failure to take action as a director except for liability (i) for the amount of a financial benefit received by a director to which he or she is not entitled; (ii) for intentional infliction of harm on this corporation or its Policyholders; (iii) for a violation of Neb. Rev. Stat. §21-2096; and (iv) for an intentional violation of criminal law.

ARTICLE XII.

The Business or fiscal year of this corporation shall close on the 31st day of December of each calendar year.

ARTICLE XIII.

The board of directors shall adopt bylaws for the government and regulation of the business of this corporation not inconsistent with these Amended and Restated Articles of Incorporation.

ARTICLE XIV.

These Amended and Restated Articles of Incorporation may be amended or repealed as provided by statute in such cases made and provided.

ARTICLE XV.

Nothing herein contained shall be construed to in any wise affect any contract of this corporation outstanding at the time these Amended and Restated Articles of Incorporation become effective, and all rights of said corporation thereof under such contracts are hereby saved to the parties unimpaired and unaffected by these amendments.

ARTICLE XVI.

To the extent permitted by law, this corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including any action or suit by or in the right of this corporation to procure a judgment in its favor, by reason of the fact that he or she is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, and, except for actions by or in the right of this corporation, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE VI.

The total authorized capital stock is 50,000 shares of common stock at the par value of \$50.00 each. All the common stock shall be one class with equal rights and privileges.

ARTICLE VII.

The powers of the corporation shall be exercised and its business affairs and property managed by a board of not less than five (5) nor more than fifteen (15) directors, the exact number of directors to be determined under the provisions of the corporation's bylaws, who shall be elected by the stockholders at the annual meeting by a majority of the votes cast at such election. Vacancies in the board of directors shall be filled by a majority of the remaining directors, and the directors so chosen shall hold office until the next annual meeting of stockholders and until their successors shall be elected and shall have qualified. A majority of the directors shall constitute a quorum.

ARTICLE VIII.

The officers of the corporation shall consist of a President, one or more Vice Presidents, a Treasurer and a Secretary. The board of directors from time to time shall determine the number of Vice Presidents, and assistant officers, and may elect such other officers, agents and employees as it may deem proper. All officers shall be elected by the board of directors for the term of one (1) year and until their respective successors shall be elected and shall have qualified. All vacancies in office shall be filled by election by the board of directors.

ARTICLE IX.

The annual meeting of stockholders shall be held at 10:00 o'clock in the forenoon on the second Tuesday of May but if said day shall be a legal holiday, then on the next succeeding Tuesday.

ARTICLE X.

No stockholder shall have any pre-emptive right to subscribe for or purchase any share of the capital stock or any rights or options of the corporation which it may issue or sell, either out of the number of shares authorized by the Articles of Incorporation or by amendment thereof, or out of the shares of the capital stock of the corporation acquired by it after the issuance thereof, nor shall any stockholder have any pre-emptive right to subscribe for or purchase any obligations or other securities of the corporation which it may issue or sell which shall be convertible into or exchangeable for capital stock or to which shall be attached or be related any warrant or other instrument which shall confer upon the owner or holder the right to subscribe for or purchase from the corporation any shares of its capital stock.

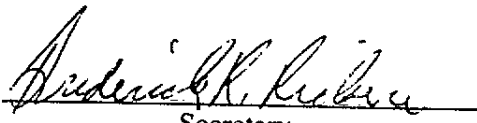
- (2) To issue all forms of contracts of life insurance which life insurance corporations are now or may hereafter be authorized by the laws of the State of Nebraska or of any other state in which the corporation may be licensed or authorized to transact business.
- (3) To issue such supplemental contracts for disability benefits or accidental benefits as are now or may hereafter be authorized by the laws of the State of Nebraska or of any other state in which the corporation may be licensed or authorized to transact business.
- (4) To grant and issue annuities and endowments, either in connection with or separate from contracts of insurance predicated upon life risks.
- (5) To issue all other forms of insurance as now or may hereafter be authorized by the laws of the State of Nebraska or of any other state in which the corporation may be licensed or authorized to transact business.
- (6) To accept and retain the proceeds of any of its policies or annuity contracts for future payment, and to accept and retain funds for the purpose of applying such funds to the payment of premiums to become due in the future on policies of insurance or annuities, without segregating the funds so accepted and retained from its general assets.
- (7) To acquire, hold and convey real and personal property, or any interest therein, necessary and convenient for the purposes of the corporation and such other real or personal property as it may acquire by foreclosure or in the protection of the investment of its funds or for investment of its funds as permitted by law.
- (8) To engage in, to the fullest extent permissible, all businesses now or hereafter authorized by the laws of the State of Nebraska (or of any other state in which the corporation may be licensed or authorized) for insurance corporations including the business of investment and financial management and related services.
- (9) To have and to exercise all the rights, powers, privileges and immunities, (and all of the powers necessary and convenient to carrying out the objects and purposes of this corporation) which corporations are or may hereafter be entitled to have and to exercise.

ARTICLE V.

The address of the corporation's registered office is 1526 "K" Street, Lincoln, Lancaster County, Nebraska and the name of the registered agent at such address shall be Frederick R. Rickers.

To the extent permitted by law, this corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this corporation against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such, whether or not this corporation would have the power to indemnify him or her against such liability.

The indemnity provided for by this Article shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article be deemed to prohibit this corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provisions in the bylaws.


Secretary


President