

GRANGER,
SANTRY
&
HEATH, P.A.

ATTORNEYS AND COUNSELORS

MAILING ADDRESS:
POST OFFICE BOX 14129
TALLAHASSEE, FLORIDA 32317
(850) 385-3800

2833 REMINGTON GREEN CIRCLE
(CAPITAL CIRCLE NORTHEAST)

FACSIMILE: (850) 385-3882

HTTP://WWW.GSMH.COM

October 14, 1998

SHARON A. DI MURO *
SUSAN S. FOLTZ
MICHAEL L. GRANGER
DAVID P. HEATH
VICTORIA E. HEULER
JAIME D. LIANG
CHAD S. LUCAS
ELIZABETH J. MAYKUT
GEORGE G. RASKY
MINDY K. RAYMAKER
FRANK J. SANTRY

*ALSO ADMITTED IN GEORGIA

VIA HAND DELIVERY

The Honorable Sandra Mortham
Secretary of State of Florida
The Capitol, PL-2
Tallahassee, FL 32399-0250

400002664254--2
-10/15/98--01004--024
*****43.75 *****43.75

RE: CHRYSLER LIFE INSURANCE COMPANY
Change of Name to Forethought Life Assurance Company

*name
change
amend*

Dear Ms. Mortham:

Enclosed are documents necessary to effect the above-referenced name change along with a letter from Donna Reece of Forethought. A check in the amount of \$43.75 is also enclosed to cover the fee.

Please place a Certificate of Status showing the new name in the enclosed envelope and leave it with the personnel at the "Walk-In" desk for pickup by our runner.

Thank you for your assistance. Please call me at 385-3800 with any questions.

Sincerely,

GRANGER, SANTRY, MITCHELL &
HEATH, P.A.

Beth Maykut
Elizabeth J. Maykut

EJM

Enclosures: as referenced.

*Call when Ready
385-3800
Elizabeth*

*AJR
10/27/98*

FILED
OCT 26 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 15, 1998

ELIZABETH J. MAYKUT
GRANGER, SANTRY & HEATH, P.A.
TALLAHASSEE, FL

SUBJECT: CHRYSLER LIFE INSURANCE COMPANY
Ref. Number: 829939

We have received your document for CHRYSLER LIFE INSURANCE COMPANY and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 798A00051122

GRANGER,
SANTRY &
HEATH, P.A.

ATTORNEYS AND COUNSELORS

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October 26, 1998

SHARON A. DI MURO *
SUSAN S. FOLTZ
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DAVID P. HEATH
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*ALSO ADMITTED IN GEORGIA

VIA HAND DELIVERY

The Honorable Sandra Mortham
Secretary of State of Florida
The Capitol, PL-2
Tallahassee, FL 32399-0250

RE: CHRYSLER LIFE INSURANCE COMPANY
Change of Name to Forethought Life Assurance Company

Dear Ms. Mortham:

Enclosed are documents necessary to effect the above-referenced name change along with a letter from Donna Reece of Forethought. This name change was previously submitted, but was returned on October 15, 1998 under cover of the enclosed letter because the wrong forms were used to effect the change. Accordingly, \$43.75 should appear on your records for this company.

Please place a Certificate of Status showing the new name in the enclosed envelope and leave it with the personnel at the "Walk-In" desk for pickup by our runner.

Thank you for your assistance. Please call me at 385-3800 with any questions.

Sincerely,

GRANGER, SANTRY, MITCHELL &
HEATH, P.A.

Elizabeth J. Maykut
Elizabeth J. Maykut

EJM

Enclosures: as referenced.

*Call when
Ready*

RECEIVED
98 OCT 26 PM 4:30
STATE
OF FLORIDA
CORPORATIONS

FORE THOUGHT®

FINANCIAL SERVICES

A HILLENBRAND INDUSTRY

FORETHOUGHT CENTER • BATESVILLE, IN 47006

(812) 934-7139

October 21, 1998

Teresa Brown
Corporate Specialist
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Chrysler Life Insurance Company - Ref. Number: 829939
Acquisition, Redomestication, Name Change to: Forethought Life Assurance Co.
Filing - Amended Articles of Incorporation
Request - Certificate of Status of Good Standing

Dear Ms. Brown:

Beth Maykut of Granger, Santry & Heath, P.A. recently filed documents with your agency on behalf of the corporation referenced above. In response to your October 15, 1998, correspondence to her, she advised us to resubmit the filing with the appropriate documents for a foreign corporation as noted below.

1. Amended Articles of Incorporation Certified by the Indiana Secretary of State
Note: The certification stamp appears on reverse of last page.
2. Division of Corporations Form: Articles of Amendment to Articles of Incorporation of Chrysler Life Insurance Company
3. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida
4. Total Fees of \$43.75 - Payable to the Florida Department of State
These fees were submitted with the original filing. Ms. Maykut advised us that your agency is holding our check #115433, pending receipt of this filing.

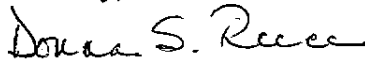
Please process the "Certificate of Status of Good Standing" to reflect the name change of the corporation as stated in the enclosed Articles of Incorporation, i.e. *Forethought Life Assurance Company*.

Page 2

T. Brown - FL Dept. of State
Application - Amended Articles
October 21, 1998

If you have any questions regarding this request, please contact me at 1-800-648-0075,
extension 8744.

Sincerely,



Donna S. Reece
Senior Compliance Analyst
Forethought Financial Services, Inc.
Forethought Center
Batesville, IN 47006

Enclosures

L:98dsr145

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.)

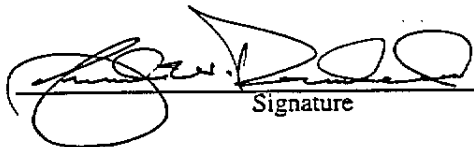
SECTION I
(1-3 MUST BE COMPLETED)

FILED
98 OCT 26 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Chrysler Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Michigan 3. July 19, 1973
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? May 28, 1998
5. Forethought Life Assurance 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.
The term of the corporation shall be in perpetuity.
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Indiana
New Jurisdiction


Signature

October 21, 1998
Date

Fred W. Rockwood
Typed or printed name

President
Title

1998051649

APPROVED
DEPARTMENT OF INSURANCE

*Articles of Amendment
Of the
Articles of Incorporation
Of*

*Chrysler Life Insurance Company
A Redomesticated State of Michigan Insurance Company*

MAY 27 1998

Charles A. Russell
STATE OF INDIANA
INSURANCE COMMISSIONER *By AP*

Frederick W. Rockwood and Judith K. Wright, the President and Secretary, respectively of Chrysler Life Insurance Company, hereby give notice of corporate action which amended and completely restated the Articles of Incorporation of Chrysler Life Insurance Company so as to provide as follows:

SUBDIVISION A

THE AMENDMENT

The text of the Articles of Incorporation have been amended and completely restated so as to provide as follows:

*Articles of Incorporation
Of
Forethought Life Assurance Company
As Amended and Completely Restated*

ARTICLE I.
NAME

The name of the corporation shall be Forethought Life Assurance Company (hereinafter referred to "Company").

ARTICLE II.
ADDRESS

The post office address of its principal office of the Company shall be:

Forethought Center
Batesville, Indiana 47006

The name and address of its resident agent shall be:

Mark R. Lindenmeyer
Hillenbrand Industries, Inc.
Highway 46
Batesville, IN 47006

RECEIVED
CORPORATIONS DIV.
MAY 27 PM 3:39
SUE ANNE CARROY

ARTICLE III.
PURPOSES AND POWERS

The corporation is organized for the following purposes as authorized by Indiana Code 27-1-5-1, as amended, namely:

First, to write any and all kinds of insurance appertaining to persons, including insurance on the lives of persons, and insurance against bodily injury or sickness, and every insurance appertaining thereto;

Second, to reinsure life, disability and health insurance risks of every kind and description; and

Third, to do all acts and things necessary, convenient, or expedient to carry out the purposes set forth herein.

In carrying out the purposes set forth herein, the corporations shall exercise all powers conferred upon corporations by the laws of the State of Indiana.

ARTICLE IV.
PERIOD OF EXISTENCE

The term of the corporation shall be in perpetuity.

ARTICLE V.
CAPTIAL STOCK AND PAID-IN CAPITAL

The total number of shares of capital stock which the corporation shall have authority to issue is 520,000 shares of the par value of five dollars (\$5.00) each, all of which shall be designated as Common Stock.

All of the shares of Common Stock shall be subscribed and paid in at the par value of five dollars (\$5.00) each, plus the additional sum of \$1,500.00 of contributed or paid – in surplus, before the corporation shall commence business.

ARTICLE VI.
PLAN OF BUSINESS

The Company shall transact business as a stock company in accordance with Article III of these Articles of Incorporation.

ARTICLE VII.
DIRECTORS AND OFFICERS

The names, addresses and positions of the officers and directors of the Company are as follows:

Frederick W. Rockwood	One Forethought Center Batesville, Indiana 47006	President and Chairman of The Board of Directors
Richard N. Coffin	One Forethought Center Batesville, Indiana 47006	Director and Executive Vice President
Judith K. Wright	One Forethought Center Batesville, Indiana 47006	Director and Vice President and Secretary
John B. Yanko	One Forethought Center Batesville, Indiana 47006	Director and Vice President and Treasurer
Daniel A. Hillenbrand	Hillenbrand Industries, Inc. Highway 46 Batesville, Indiana 47006	Director
W August Hillenbrand	Hillenbrand Industries, Inc. Highway 46 Batesville, Indiana 47006	Director
Mark R. Lindenmeyer	Hillenbrand Industries, Inc. Highway 46 Batesville, Indiana	Director

ARTICLE VIII.
TERMS OF CAPITAL STOCK

Section 1. Common Stock.

A. Authorized Stock. The authorized shares of capital stock of the Company shall consist of 520,000 shares of Common Stock with a par value of \$5.00 per share.

B. Relative Rights. All shares of Common Stock shall have the same terms, conditions, rights, preferences, limitations and restrictions as all other shares of Common Stock.

C. Voting Rights. Each holder of record of shares of Common Stock of the Company shall have the right to one vote for each share of Common Stock standing in the shareholder's name on the books of the Company on each matter submitted to a vote at any meeting of the shareholders.

D. Other Rights. Shares of Common Stock of the Company may be issued by the Company for such amount of consideration as may be fixed from time to time by the Board of Directors, without authorization or approval of the shareholders, and may be paid in whole or in part, in money, or other property, tangible or intangible, or in labor actually performed for or services actually rendered to the Company, provided that no shares shall be issued for less than their par value and the consideration for all shares with par value must be paid for in money or other property, as authorized by the Board of Directors, to the extent of such par value.

Section 2. Dividends. The Board of Directors shall have the power to declare and pay dividends on the outstanding shares of Common Stock, payable in cash, in property or in shares of the Company, provided that it possesses assets in the amount of such payment in excess of its liabilities, including its capital stock, that in no instance shall any dividend reduce the surplus of the Company below an amount equal to 50% of the capital stock of the Company, and that no extraordinary dividend or distribution to the Company's shareholders shall be declared or paid by the Board of Directors until the Commissioner has received notice of the payment and has (i) not within 30 days disapproved such payment, or (ii) has approved such payment.

For purposes of this section, an extraordinary dividend or distribution includes any dividend or distribution of cash or other property, whose fair market value together with that of other dividends or distributions paid within the preceding 12 months exceeds the greater of (i) 10% of the Company's surplus as shown in its most recent annual statement submitted to the Commissioner, or (ii) the net gain from the Company's operations as shown in its most recent annual statement submitted to the Commissioner but shall not include pro rata distributions or any class of the Company's own securities.

Notwithstanding any other provision of law, the Company may declare an extraordinary dividend or distribution which is conditional upon the Commissioner's approval thereof, but such a declaration shall confer no rights upon shareholders until (i) the Commissioner has approved the payment of such dividend or distribution or (ii) the Commissioner has not disapproved such payment within the 30 day period referred to in this section.

Section 3. Redemption. The Company shall have the power to acquire, hold and dispose of (but not to vote) its own shares to the extent permitted by law.

Section 4. Equitable Interest in Rights or Shares. The Company, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Company as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Company shall have notice thereof.

ARTICLE IX DIRECTORS

Section 1. Management. The business of the Company shall be managed by a Board of Directors. The directors shall have all of the qualifications, powers and authority and shall be subject to all limitations as set forth in the Act. The number of directors of the Company shall not be less than five nor more than fifteen, the exact number to be specified from time to time, by the Company's By-Laws. If the By-Laws do not otherwise provide, the number of directors shall be seven. If specified in the By-Laws, the Board of Directors may be divided into two or more classes, whose terms of office shall expire at different times, but no term shall continue longer than a period of six years.

Section 2. Qualifications. Every director shall, during his term of service, be a citizen of the United States or the Dominion of Canada and at least one of the directors shall reside in Indiana.

Section 3. Vacancy. Any vacancy on the Board of Directors caused by resignation, death or other incapacity, or increase in the number of directors may be, in the discretion of the Board, filled by a majority vote of the remaining directors (whether or not a quorum) or left unfilled until the next meeting of the shareholders. The failure of the Board of Directors or the shareholders to fill one or more vacancies on the Board of Directors or to elect a full Board of Directors shall not, in any way, prevent or restrict the Board of Directors from exercising the powers of the Company or from directing its business and affairs.

ARTICLE X REGULATION OF BUSINESS

Section 1. Location of Meetings. Meetings of the shareholders, the Board of Directors or any committees of the Board of Directors may be held at such place, within or without the State of Indiana, as may be specified in the respective notices or waivers of notice thereof.

Section 2. Code of By-Laws. The Board of Directors shall have the power to make, alter, amend or repeal the By-Laws of the Company.

Section 3. Indemnification. The Company may indemnify any person who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses reasonably incurred by such person in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made or threatened to be made, a party by reason of being or having been in any such capacity, or arising out of his status as such, except in relation to matters as to which he is adjudged in such action, suit or proceeding, civil or criminal, to be liable for negligence or misconduct in the performance of duty to the Company; provided however, that such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provision of the Articles of Incorporation, By-Laws, resolution, or other authorization heretofore or hereafter adopted, after notice, by a majority vote of all the voting shares then issued and outstanding.

ARTICLE XI
AMENDMENTS

The Company reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or in any amendment hereto, or to add any provision to the Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Act or any amendment thereto, or by the provisions of any other applicable statute of the State of Indiana; and all rights conferred upon shareholders in the Articles of Incorporation or any amendment hereto are granted subject to this reservation.

SUBDIVISION B
MANNER OF ADOPTION AND VOTE

Section 1. Action by Directors. The board of Directors of the Company, by unanimous written consent dated May 22, 1998, duly adopted resolutions proposing to the sole shareholder of the Company entitled to vote in respect of the Amended Articles of Incorporation be amended so as to read as set forth above.

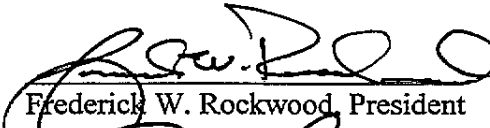
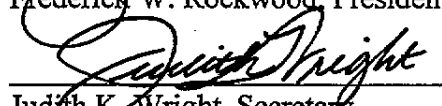
Section 2. Action by Shareholder. The sole shareholder of the Company entitled to vote in respect of the Amended Articles of Incorporation, by unanimous written consent dated May 22, 1998 adopted the Amended Articles of Incorporation.

The number of shares entitled to vote in respect of the Amended Articles of Incorporation, the number of shares voted in favor of the adoption of the Amended Articles of Incorporation, and the number of shares voted against such adoption are as follows:

	<u>Total</u>
Shares entitled to vote:	520,000
Shares voted in favor:	520,000
Shares voted against:	-0-

Section 3. Compliance with Legal Requirements. The manner of the adoption of the Amended Articles of Incorporation and the vote by which they were adopted, constitute full legal compliance with the provisions of applicable law, the Amended Articles of Incorporation, and the Code of By-Laws of the Company.

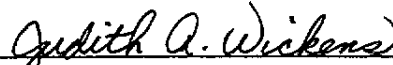
IN WITNESS WHEREOF, the undersigned officers execute these Articles of Incorporation of the Company and certify to the truth of the facts herein stated, this 22nd day of May, 1998.


Frederick W. Rockwood, President

Judith K. Wright, Secretary

State of Indiana)
) SS:
County of Ripley)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Indiana, certify that Frederick W. Rockwood, President and Judith K. Wright, Secretary, the officers executing the foregoing Articles of Amendment of the Articles of Incorporation, personally appeared before me, acknowledged the execution thereof, and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 22nd day of May, 1998.


Notary Public

Judith A. Wickens
Printed Name

My Commission Expires: August 10, 1998

My County of Residence: Ripley

This instrument prepared by Mark A. Willoughby, Attorney at Law
Forethought Center, Batesville, Indiana 47006


CONSENT TO USE OF NAME

FORETHOUGHT LIFE INSURANCE COMPANY, a corporation organized under the laws of the State of Indiana, hereby consents to the incorporation of **FORETHOUGHT LIFE ASSURANCE COMPANY** in the State of **INDIANA**

IN WITNESS WHEREOF, the said **FORETHOUGHT LIFE INSURANCE COMPANY** has caused this consent to be executed by its Vice President and General Counsel, this 26th day of May, 1998.

FORETHOUGHT LIFE INSURANCE COMPANY

By:

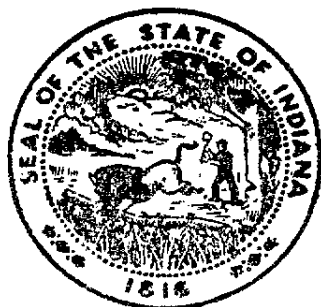

Judith K. Wright, Vice President and
General Counsel

RECEIVED
CORPORATIONS DIV.
98 MAY 27 PM 3:39
SUE ANNE GILROY

GRANGER, SANTRY
& HEATH, P.A.

OCT 26 1998

AM PM
7-8-9-10-11-12-1-2-3-4-5-6



STATE OF INDIANA
Office of the Secretary of State

I hereby certify that this is a true and complete copy of the
page document(s)
as filed in this office.

DATED

8/10/98

Secretary of State

By [Signature]
This Certification Stamp replaces our previous Certification
System.