



830778

ACCOUNT NO. : 072100000032

REFERENCE : 982874 4319775

AUTHORIZATION :

*Patricia Pigot*

COST LIMIT : \$ 52.50

ORDER DATE : October 2, 1998

ORDER TIME : 10:36 AM

ORDER NO. : 982874-095

CUSTOMER NO: 4319775

CUSTOMER: Ms. Karen S. Miller  
Lincoln National Corporation  
200 East Berry St.

Fort Wayne, IN 46802

FILED  
98 OCT -6 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

300002656663--5

FOREIGN FILINGS

NAME: LINCOLN FINANCIAL GROUP, INC.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XXXX AMENDMENT *N/C*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2)  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

RECEIVED  
98 OCT -6 AM 11:27  
DIVISION OF CORPORATION

*See 10/6*

# 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.)

FILED  
98 OCT -6 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### SECTION I

(1-3 must be completed)

1. Lincoln Financial Group, Inc.

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

2. Indiana

Incorporated under the laws of

3. 9-7-73

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? 9-29-98

5. Lincoln Life and Annuity Distributors, 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.

No Change

New Duration

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

No Change

New Jurisdiction



Signature

J. Michael Hemp

Typed or printed name

9-24-98

Date

President

Title

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE  
CERTIFICATE OF FACT

To Whom These Presents Come, Greeting:

I, Sue Anne Gilroy, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

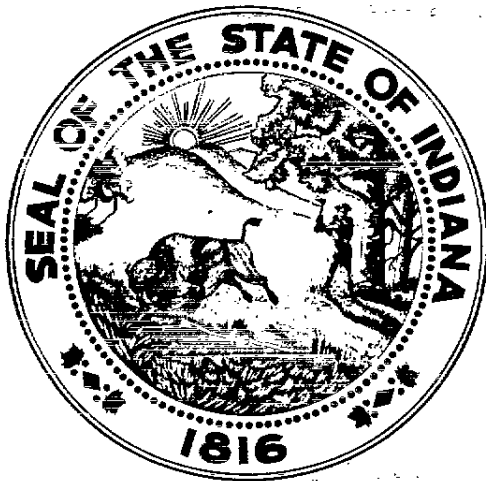
I further certify that the records of this office disclose that Articles of Amendment to the Articles of Incorporation, bearing an approved and filed date of September 29, 1998, were filed, changing the name of the corporation from:

LINCOLN FINANCIAL GROUP, INC.

to

LINCOLN LIFE AND ANNUITY DISTRIBUTORS, INC.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-ninth day of September, 1998.

*Sue Anne Gilroy*  
SUE ANNE GILROY, Secretary of State

*[Signature]*  
Deputy