LONDEN
INSURANCE
GROUP

4343 East Camelback
Phoenix, Arizona 85018
(602) 957-1650
(800) 433-8181
Fax (602) 840-0969

Lincoln Heritage
Life Insurance Company

Life of Boston
Insurance Company

Accredited
Allegheny National
Arizona Trust Life
Columbia
Consumers
Dakota National
Equity Benefit
Financial Management
First Equity Security
Gold Shield
Green Shield
Gulf National
Home State
Modern Income
National Capital
National Union
Nationwide Security
Peoples Accident
United Liberty
West States
Western Mutual
Western Reserve

832114

FILED
99 DEC 23 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 22, 1999

Doug Spitler
Document Specialist
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee FL 32399

Re: Life of Boston Insurance Company
Ref. Number 832114

300003079573--3
-12/23/99--01067--006
*****78.75 *****43.75

Dear Mr. Spitler:

We received your letter dated December 15, 1999 (copy attached) concerning Life of Boston Insurance Company's redomestication filing. Since that original filing the company has also changed its name.

We have enclosed two complete amendment filings:

1. For the redomestication of the company-application to amend our authorization to transact business in Florida, certified copy of the Articles of Reorganization of the company and certificate of authority from our new state of domicile reflecting the change. This change was effective August 18, 1999.
2. For the change of name of the company-application to amend our authorization to transact business in Florida, certified copy of the Amended Articles of Incorporation of the company and certificate of authority from our new state of domicile reflecting the change of name. This change was effective November 30, 1999.

300003079573--3
-12/23/99--01067--006
*****78.75 *****43.75

We have enclosed our check for $78.75 which includes $35.00 for each amendment filing and $8.75 for a certificate of good standing. We need the certificate of good standing as soon as possible to complete our filings of these transactions with the Florida Department of Insurance.

The certificate of good standing can be sent to: Marsha Baer, Londen Insurance Group, 4343 E. Camelback Rd., Phoenix AZ 85018. We have enclosed a completed UPS Next Day Air shipping document and return envelope.

We apologize for any confusion caused when we sent our first filing to you. Thank you for your help and consideration, and if you need any additional information, please let us know.

Sincerely,

Amend
1-7-00
MS

Marsha Baer
Assistant Secretary

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 15, 1999

FILED
99 DEC 23 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LONDON INSURANCE GROUP
ATTN: MELANIE BEARDEN
4343 EAST CAMELBACK
PHOENIX, AZ 85018

SUBJECT: LIFE OF BOSTON INSURANCE COMPANY
Ref. Number: 832114

We have received your document for LIFE OF BOSTON INSURANCE COMPANY and your check(s) totaling $8.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

THE FEE TO FILE AN AMENDMENT IS $35.00. PLEASE SEND THE SERVICE OF PROCESS CONSENT & AGREEMENT TO THE DEPARTMENT OF REVENUE ADDRESS AT THE BOTTOM OF THE FORM.

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) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 199A00058813

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. Life of Boston Insurance Company
   Name of corporation as it appears on the records of the Department of State.

2. Oklahoma
   Incorporated under laws of

3. 4/5/74
   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.

   Illinois
   New Jurisdiction

FILED
99 DEC 23 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dean A. Lathrop
Signature

12/22/99
Date

Dean A. Lathrop
Typed or printed name

Senior Vice President
Title

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767

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: AUG 19 1999 Nat Shapo
Director of Insurance

IL446–0135 (1/92)

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ARTICLES OF REORGANIZATION
OF
LIFE OF BOSTON INSURANCE COMPANY

ARTICLE ONE

The name of the Company is LIFE OF BOSTON INSURANCE COMPANY.

ARTICLE TWO

The principal office of the Company shall be located in Springfield, Illinois.

ARTICLE THREE

The duration of the Company is perpetual.

ARTICLE FOUR

The company was originally incorporated in 1963 under the laws of the State of Massachusetts. In 1992, the Company was redomesticated to the State of Oklahoma and, in that connection, was organized under Chapter 1, Title 36, of the Oklahoma Insurance Code.

ARTICLE FIVE

The Company shall be bound by all the terms and provisions of the Illinois Insurance Code applicable to Illinois domiciled life insurance companies organized or incorporated thereunder.

ARTICLE SIX

The Company shall be authorized and empowered to engage in the classes of insurance and reinsurance business specified in Class 1 (a) and (b) of Section 4 of Illinois Insurance Code, the provisions of which are for convenience set forth below.

Class 1 (a) Life. Insurance on the lives of persons and every insurance appertaining thereto or connected therewith and granting, purchasing or disposing of annuities. Policies of life or endowment insurance or annuity contracts or contracts supplemental thereto which contain provisions for additional benefits in case of death by accidental means and provisions operating to safeguard such policies or contracts against lapse or to give a special surrender value, or special benefit, or an annuity, in the event, that the insurance or annuitant shall become totally and permanently disabled as defined by the policy or contract, or which contain benefits providing acceleration of life or endowment or annuity benefits in advance of the time they would otherwise be payable as an indemnity for long term care which is certified or ordered by a physician, including but not limited to, professional nursing care, medical care expenses, custodial nursing care, non-nursing custodial care provided in a nursing home or at a residence of the insured, or which contain benefits providing acceleration of life or endowment or annuity

benefits in advance of the time they would otherwise be payable, at any time during the insured's lifetime, as an indemnity for a terminal illness shall be deemed to be policies of life or endowment insurance or annuity contracts within the intent of this clause.

Also to be deemed as policies of life or endowment insurance or annuity contracts within the intent of this clause shall be those policies or riders that provide for the payment of up to 25% of the face amount of benefits in advance of the time they would otherwise be payable upon a diagnosis by a physician licensed to practice medicine in all of its branches that the insured has incurred one of the covered conditions listed in the policy or rider.

Class 1 (b) Accident and Health. Insurance against bodily injury, disablement, or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto, including stop-loss insurance. Stop-loss insurance is insurance against the risk of economic loss issued to a single employer self-funded employee disability benefit plan or an employee welfare benefit plan as described in 29 U.S.C. 1001 et seq.

ARTICLE SEVEN

(a) The number of Directors shall not be less than three (3) nor more than twenty-one (21) as may be fixed from time to time by the Bylaws of the Company. Each Director shall be at least 21 years of age, and a Shareholder unless the Company is wholly owned; at least three (3) directors shall at all times be residents and citizens of the State of Illinois.

(b) At the first meeting of Shareholders, and at each annual meeting of Shareholders thereafter, all Directors in the number fixed by the Bylaws shall be elected by the Shareholders, to hold office until the next annual meeting of Shareholders or until their successors are duly elected and qualified.

(c) In all elections for Directors, every Shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are Directors to be elected, or to cumulate his shares, and give one candidate as many votes as the number of Directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit.

(d) The Board of Directors shall have the sole power to make, alter, amend or repeal the Bylaws of the Company.

ARTICLE EIGHT

(a) The authorized capital of the Company is One Million, Five Hundred Thousand ($1,500,000) Dollars.

(b) The aggregate number of shares which the Company has authority to issue is one million five hundred thousand Shares.

(c) The par value of each share is one ($1.00) dollar each.

(d) The paid-up capital shall be One Million Five Hundred Thousand ($1,500,000.00) Dollars.

ARTICLE NINE

No Shareholder shall have pre-emptive rights in any shares of the Company now or hereafter authorized or issued.

IN WITNESS WHEREOF, the said Life of Boston Insurance Company, has made, signed, and acknowledged the foregoing Articles of Reorganization in duplicate this 14th day of July, 1999.

LIFE OF BOSTON INSURANCE COMPANY

BY: Dean A. Lathrop

ATTEST:

BY: Marsha Baer

STATE OF ARIZONA)
) ss.
COUNTY OF MARICOPA)

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that on the 14th day of July 1999, personally appeared before me Dean A. Lathrop and Marsha Baer respectively, of LIFE OF BOSTON INSURANCE COMPANY, whose signatures are affixed to the foregoing Articles of Reorganization and who are to me personally known to be the same persons who executed the foregoing Articles of Reorganization for and on behalf of LIFE OF BOSTON INSURANCE COMPANY and who acknowledge that they have executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereto set my hand and seal the day and year first above written.

OFFICIAL SEAL
JOY D. BENNETT
Notary Public - Arizona
MARICOPA COUNTY
My Commission Expires
JULY 10, 2000

Joy D. Bennett
Notary Public

My Commission Expires: July 10, 2000

Approved August 18, 1999
State of Illinois
Department of Insurance
by: Nat Shapo
Director of Insurance