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

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

November 24, 1999

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******8.75 ******8.75

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee FL 32399-0250

RE: Life of Boston Insurance Company

Dear Sir or Madam:

We have enclosed the required documents to apply for an amended certificate of authority for Life of Boston Insurance Company. Also enclosed is our check for $10.00, the total fee for issuing the amended certificate and filing the approved articles of redomestication.

Please note the Illinois Department of Insurance does not issue a formal approval of redomestication. Please accept a certified copy of the amended Illinois Certificate of Authority in place of such approval.

Thank you for your consideration. Please contact me if you need any additional information.

Sincerely,

Melanie Bearden

400003079574--0
-12/23/99--01067--006
*****78.75 *****35.00

Melanie Bearden
Accountant

/mb

NC
1-7-00
MS

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. Illinois
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? 11/30/99

5. Lincoln Heritage 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

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: DEC 07 1999 Nat Shapo

Director of Insurance

IL446–0135 (1/92)

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AMENDED ARTICLES OF INCORPORATION
OF
LIFE OF BOSTON INSURANCE COMPANY

ARTICLE ONE

The name of the Company is LINCOLN HERITAGE LIFE 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. In 1999, the company redomesticated to the State of Illinois.

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 Five Million Dollars. ($5,000,000.00)

(b) The aggregate number of shares which the Company has authority to issue is Twenty (20) Shares.

(c) The par value of each share is Two Hundred Fifty Thousand ($250,000.00) Dollars.

(d) The paid-up capital shall be Two Million Five Hundred Thousand ($2,500,000.00) 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 Amended Articles of Incorporation in duplicate this 16th day of August, 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 16th day of August 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 Amended Articles of Incorporation and who are to me personally known to be the same persons who executed the foregoing Amended Articles of Incorporation 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.

...AL SEAL
... BOERSMA
- State of Arizona -
...A COUNTY

Marie L. Boersma

Notary Public

My Commission Expires: 4/25/2000

Approved 11/29/99
to be effective November 30, 1999
State of Illinois
Department of Insurance
by: Nat Shapo
Director of Insurance