

UICI

The Chesapeake Life Insurance Company
Fidelity First Insurance Company
The MEGA Life and Health Insurance Company
Mid-West National Life Insurance Company of Tennessee

836536

FILED
MAY - 8 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 30, 1997

700002170717--2
-05/08/97-01013-005
*****96.25 *****96.25

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Name Change: Fidelity Southern Insurance Company
to Fidelity First Insurance Company

Gentlemen:

Enclosed for filing please find a completed Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida, together with our check in the amount of \$96.25. Also enclosed is a certified copy of the Amendment to the Articles of Incorporation certified by the Texas Department of Insurance.

Please contact me at (972) 851-9018 should you have any questions regarding this filing.

Sincerely,

Peggy G. Simpson
Peggy G. Simpson
Corporate Paralegal

/pgs
enclosures

NC
REG
5/14

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. Fidelity Southern Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Texas Incorporated under laws of
3. June 16
~~July 12~~ 1976 Date authorized to do business in Florida

FILED
97 MAY -8 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, 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? 2/12/97
5. Fidelity First 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.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

Charles T. Prater

Signature

Charles T. Prater

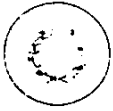
Typed or printed name

April 29, 1997

Date

Chairman of the Board

Title



Texas Department of Insurance

333 Guadalupe Street P.O. Box 149104 Austin, Texas 78714-9104
512 463-6169

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the original charter documents for FIDELITY FIRST INSURANCE COMPANY, Dallas, Texas, consisting of three (3) pages. I further certify that such documents are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 28th day of February, 1997.

ELTON BOMER
COMMISSIONER OF INSURANCE

BY: *Cindy Thurman*
Cindy Thurman
Admissions Officer
Insurer Services Division
Order No. 96-1276

No. 97-0139

OFFICIAL ORDER
of the
COMMISSIONER OF INSURANCE
of the
STATE OF TEXAS
AUSTIN, TEXAS

Date: FEB 12 1997

Subject Considered:

FIDELITY SOUTHERN INSURANCE COMPANY
Dallas, Texas
TDI No. 07-29505 -

AMENDMENT TO THE ARTICLES OF INCORPORATION

DOCKET NO. R-97-0110

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, the application of FIDELITY SOUTHERN INSURANCE COMPANY, Dallas, Texas, for approval of an amendment to the Articles of Incorporation changing its name from FIDELITY SOUTHERN INSURANCE COMPANY to FIDELITY FIRST INSURANCE COMPANY and for a Certificate of Authority evidencing such change. Since the amendment to the Articles of Incorporation involves only a change of name, a hearing is not required by law.

Action by FIDELITY SOUTHERN INSURANCE COMPANY as required and permitted by TEX. INS. CODE ANN. art. 1.14 and art. 2.03, has been evidenced to the Commissioner of Insurance. The amendment is properly supported by the required documents, which evidence that the name FIDELITY FIRST INSURANCE COMPANY, is not so similar of that of any other insurance company as to be likely to mislead the public.

Based upon the evidence submitted, it is hereby ORDERED by the Commissioner of Insurance, that such amendment be, and the same is hereby, approved. It is further ORDERED that a Certificate of Authority be issued to FIDELITY FIRST INSURANCE COMPANY, Dallas, Texas, evidencing the change effected by the amendment and that thereupon the prior Certificate of Authority No. 11374, dated December 16, 1996, be canceled.

ELTON BOMER
COMMISSIONER OF INSURANCE

BY: Kathy A. Wilcox
Kathy A. Wilcox, Director
Insurer Services
Order 94-0580

Recommended by:

Cindy Thurman
Cindy Thurman, Admissions Officer
Insurer Services

Rose Soza
Rose Soza, Insurance Technician
Insurer Services

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FIDELITY SOUTHERN INSURANCE COMPANY

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, to the extent the same are not in conflict with the Texas Insurance Code, and the governing and applicable provisions of the Texas Insurance Code, and other laws and statutes of the State of Texas, the undersigned corporation, **FIDELITY SOUTHERN INSURANCE COMPANY**, a Texas corporation (the "Company"), hereby adopts the following Articles of Amendment to its Articles of Incorporation, as amended:

I.

The name of the Company is FIDELITY SOUTHERN INSURANCE COMPANY.

II.

The following Amendment of the Articles of Incorporation was recommended by the Board of Directors and adopted by the Sole Shareholder of the Company on December 9, 1996.

Article 1 of the Articles of Incorporation is amended to read as follows:

"Article 1. The name of the Company is FIDELITY FIRST
INSURANCE COMPANY."

III.

The number of shares of the Company outstanding and entitled to vote at the time of such adoption was 50,000.

IV.

The Sole Shareholder of all the issued and outstanding shares of the Company has signed a consent in writing adopting said amendments.

Dated this 23rd day of December, 1996.

FIDELITY SOUTHERN INSURANCE COMPANY

By: Charles T. Prater
Charles T. Prater, President

ATTEST:

Robert B. Vlach
Robert B. Vlach, Secretary

STATE OF TEXAS }
COUNTY OF DALLAS }

Before me, a Notary Public, on this 23rd day of December, 1996, personally appeared Charles T. Prater, President, and Robert B. Vlach, Secretary, of FIDELITY SOUTHERN INSURANCE COMPANY, a Texas corporation, known to me to be the persons whose names are subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 23rd day of December, 1996.



Peggy G. Simpson
Notary Public, State of Texas