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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

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

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-09/03/99--01055--011
*****35.00 *****35.00

CORPORATION(S) NAME

Arcadia National Life Insurance Company

Changing name to:

Reliance Life Insurance Company

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> PICK UP |
| <input type="checkbox"/> Mail Out | | |

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SECRETARY OF STATE

**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
99 SEP -3 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "RELIANCE LIFE INSURANCE COMPANY" AS RECEIVED AND FILED IN THIS OFFICE.


THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF DOMESTICATION, FILED THE THIRTEENTH DAY OF AUGUST, A.D. 1999, AT 4:29 O'CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE THIRTEENTH DAY OF AUGUST, A.D. 1999, AT 4:29 O'CLOCK P.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "ARCADIA NATIONAL LIFE INSURANCE COMPANY" TO "RELIANCE LIFE INSURANCE COMPANY", FILED THE THIRTEENTH DAY OF AUGUST, A.D. 1999, AT 4:30 O'CLOCK P.M.




Edward J. Freel, Secretary of State

3083099 8100H

AUTHENTICATION: 9928361

991345349

DATE: 08-18-99

**CERTIFICATE OF DOMESTICATION
OF
ARCADIA NATIONAL LIFE INSURANCE COMPANY**

WHEREAS, Arcadia National Life Insurance Company (the "Company") was originally incorporated in the State of Arizona on July 2, 1969 with a continuous date of incorporation of July 2, 1969, and has continued to actively conduct its business as an Arizona domiciled insurance corporation until the date of the filing of this certificate; and,

WHEREAS, the Company now desires to transfer its corporate domicile and its principal place of business from the State of Arizona the State of Delaware and to redomesticate in the State of Delaware as a Delaware domiciled insurance corporation pursuant to 18 Del. C. Sec. 4946; and,

WHEREAS, the Insurance Departments of the States of Delaware and Arizona have reviewed this proposed transfer of domicile and have both issued orders approving the said redomestication of the Company from the State of Arizona to the State of Delaware; and,

WHEREAS, it is necessary to formalize this redomestication by filing in Delaware this Certificate of Domestication and the attached copy of the Company's Articles of Amendment, Restatement and Redomestication in Arizona.

NOW, THEREFORE, Stephen T. Williams, the President, and Kevin G. McLean, the Secretary, of the Company do hereby certify as follows:

1. Arcadia National Life Insurance Company was originally incorporated as a corporation in the State of Arizona on July 2, 1969, with a continuous date of incorporation of July 2, 1969.
2. The current name of the Corporation is Reliance Life Insurance Company and this is the name set forth in its attached Articles of Amendment, Restatement and Redomestication.
3. The Corporation's domicile and principal place of business has been the State of Arizona prior to filing this Certificate of Domestication, but will be located at 1209 Orange Street, Wilmington, Delaware after the filing of this Certificate.

4. The Company shall be domesticated with the State of Delaware upon the filing of this Certificate and shall thereafter be subject to all the applicable provisions of Delaware law and the existence of the Corporation shall be deemed to have commenced on the date the Corporation is considered to have commenced its existence in the State of Arizona which is July 2, 1969.
5. The domestication of the Company to Delaware shall not be deemed to affect any obligations or liabilities of the Corporation incurred prior to this domestication.
6. The effective date of this Certificate shall be the 15th day of August, 1999.

Arcadia National Life Insurance Company

By: _____

Stephen T. Williams
President

Attested by: _____

Kevin G. McLean
Secretary

[CORPORATE SEAL]

Dated: 8-9-99

CERTIFICATE OF INCORPORATION
OF
ARCADIA NATIONAL LIFE INSURANCE COMPANY

Arcadia National Life Insurance Company (The "Company") was originally incorporated in the State of Arizona on July 2, 1969 and this Certificate of Incorporation, as amended by all of the various amendments filed in Arizona prior to the date of this Certificate, which certificate becomes the Corporation's Delaware Certificate of Incorporation upon the filing in Delaware of the Corporation's Certificate of Domestication to which it is an attachment.

ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation is Arcadia National Life Insurance Company.

ARTICLE II

The place in Arizona where its principal office is to be located is the City of Phoenix, Maricopa County, Arizona.

ARTICLE III

The general nature of the business to be transacted by the corporation and its powers are as follows:

To engage as a domestic stock insurance company in the life and disability insurance business, insuring risks direct or as a reinsurer, or both. To enter into and perform life and disability insurance contracts of all kinds, individual and group; to reinsure or accept reinsurance of all or any part of any risk; to make investments of any kind, not inconsistent with the provisions of Title 20, Chapter 3, Article 2, Arizona Revised Statutes; to purchase or otherwise acquire stock and securities of other corporations and to dispose of the same; to buy, lease and otherwise acquire stock and securities of other corporations and to dispose of the same; to buy, lease and otherwise acquire real estate, personalty appliances and equipment and to operate or use the same on a commission, lease or other basis, and to sell, encumber and otherwise deal in and dispose thereof; to enter into and perform contracts of every kind; to borrow or otherwise raise money for any corporate purpose and to give corporate evidence for the repayment thereof, to lend any of its surplus funds with or without security; to purchase, acquire, hold and sell its own stock and to exchange the same for stock in other corporations; to engage in

reorganizations and mergers; and without limiting the generality of the foregoing powers and purposes, to do every thing or act necessary or expedient in carrying on the business of the corporation and which may be permitted by law.

ARTICLE IV

The authorized capital stock of this corporation shall be Five Million Dollars (\$5,000,000), and shall consist of Five Million (5,000,000) shares of common stock with a par value of One Dollar (\$1.00) per share each, any part of which shall be issued at such times and in such manner as the Board of Directors may designate and may be permitted by law. Each share of the capital stock shall be fully paid for before being issued and thereafter each share shall be nonassessable, except to the extent which may be provided by the provisions of Article 14, Section 11, of the Constitution of the State of Arizona.

ARTICLE V

The time of the commencement of this corporation shall be July 2, 1969, the day the Certificate of Incorporation was issued by the Arizona Corporation Commission, and its existence shall be perpetual.

ARTICLE VI

The affairs of the corporation shall be conducted by a Board of Directors, and by such officers as the said directors may at any time elect or appoint. No officer or director need be a stockholder of this corporation. The number of directors, not fewer than five (5) nor more than fifteen (15), shall be designated and elected by the stockholders at their annual meeting to be held on the second Monday in February, or if a legal holiday, then on the next succeeding business day at 4:00 o'clock P.M.

ARTICLE VII

The limitations on the corporation's indebtedness shall be such indebtedness as is necessarily incurred in the normal operation of its insurance business. Any indebtedness in excess of such limitation shall be first authorized by the Board of Directors. In no event shall the corporation incur indebtedness in excess of the amount authorized by law.

ARTICLE VIII

This corporation shall indemnify and hold harmless the directors and officers of the corporation from any claims or causes of action which may accrue or be brought against them by reason of their action or inaction in their capacity as

directors or officers of this corporation, including indemnity for all attorneys' fees, expenses, loss of time from employment, penalties and damages in the event of any litigation or claims, and any and all other liabilities that might accrue.

ARTICLE IX

The private property of the stockholders, directors and officers of the corporation shall be forever exempt from its debts and obligations.

ARTICLE X

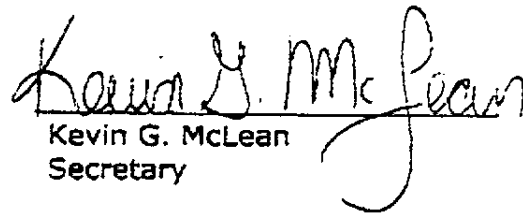
The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent at such address is The Corporation Trust Company.

ARTICLE XI

These duly adopted Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

The effective date of this Certificate of Incorporation is the 15th day of August, 1999.

IN WITNESS WHEREOF, the undersigned, Secretary of Arcadia National Life Insurance Company does hereby certify that the directors of said Company adopt the foregoing Amended Articles of Incorporation of Arcadia National Life Insurance Company, and further certifies that the foregoing Amended Articles of Incorporation will be in full force and effect as of August 15, 1999. Dated 8-9-99, 1999.


Kevin G. McLean
Secretary

RESTATED CERTIFICATE OF INCORPORATION

OF

ARCADIA NATIONAL LIFE INSURANCE COMPANY

(Filed August 13, 1999 to be effective August 15, 1999)

Arcadia National Life Insurance Company, a corporation organized and existing under the laws of the State of Delaware as of the effective date of this Certificate, hereby certifies as follows:

1. The name of the corporation is Arcadia National Life Insurance Company. The corporation was originally incorporated in the State of Arizona. The corporation's original certificate of incorporation was filed with the Arizona Corporation Commission on July 2, 1969. A number of amendments have thereafter been made to the said Certificate of Incorporation by means of various Articles of Amendment, all of which were also filed in Arizona.
2. Arcadia National Life Insurance Company has been redomesticated from the State of Arizona to the State of Delaware as of the effective date of this Certificate, pursuant to Section 4946 of the Delaware Insurance Code (18 Del. C. §4946) and all other applicable provisions of the Delaware and Arizona law and a Certificate of Incorporation incorporating all of the provisions of the prior Arizona Certificate of Incorporation as amended has today been filed as the Delaware Certificate of Incorporation of the Corporation to implement its domestication to Delaware. The corporation now is filing this Restated Certificate of Incorporation to replace that Delaware Certificate of Incorporation to eliminate unnecessary provisions in that Certificate of Incorporation and to change the name of this corporation to Reliance Life Insurance Company.
3. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent at such address is The Corporation Trust Company.
4. Pursuant to Section 242 and 245 of the General Corporations Law of the State of Delaware, this Restated Certificate of Incorporation restates and integrates and further amends the provisions of the original Arizona Certificate of Incorporation as previously amended and becomes the Certificate of Incorporation of this Corporation.

The text of the Restated Certificate of Incorporation as heretofore filed, amended or supplemented in Arizona is hereby restated and further amended and reads in its entirety as follows:

RESTATED CERTIFICATE OF INCORPORATION**OF****RELIANCE LIFE INSURANCE COMPANY****(Filed August 13, 1999 to be effective August 15, 1999)**

1. The name of the corporation shall be

Reliance Life Insurance Company

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To transact the business of insurance including, but not limited to, credit life and credit health insurance and to engage in reinsurance with respect thereto; also to engage in any business activity reasonably and necessarily incidental thereto and in any other lawful act or activity permitted under the laws of Delaware.

4. The total number of shares of common stock which the corporation shall have authority to issue is Five Million (5,000,000); all of such shares shall be with a par value of One Hundred Dollars (\$1.00) per share.

- 5A. The name and mailing address of the incorporator is as follows:

Reliance Insurance Company
Three Parkway
Philadelphia, PA 19102

- 5B. The name and mailing address of each person, who is to serve as a director until the next annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

NAME**MAILING ADDRESS**

Dennis A. Busti, Chairman
Jerome H. Carr
Kenneth R. Frohlich
Albert J. Marino
Carl D. Sullo
Jeffrey A. Welikson
Stephen T. Williams

Joel D. Yatskowitz

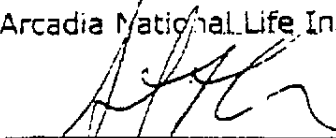
77 Water Street, New York, NY 10005
Three Parkway, Philadelphia, PA 19102
Three Parkway, Philadelphia, PA 19102
77 Water Street, New York, NY 10005
77 Water Street, New York, NY 10005
77 Water Street, New York, NY 10005
1145 Sanctuary Parkway, Suite 300
Alpharetta, GA 30004
77 Water Street, New York, NY 10005

12. The effective date of this Certificate shall be August 15, 1999.

In Witness Whereof, this Restated Certificate of Incorporation has been signed under the seal of the corporation this 9th day of August, 1999.

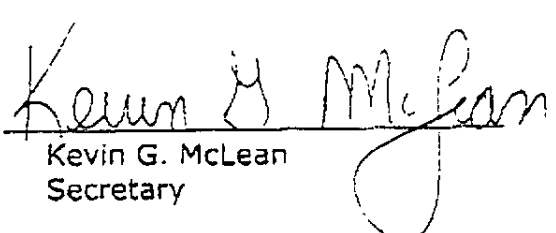
Arcadia National Life Insurance Company

{ SEAL }



Stephen T. Williams
President

ATTEST



Kevin G. McLean
Secretary