



CONTINENTAL
Life & Accident Company[®]

837499

1750 East Golf Road • Suite 1000
Schaumburg, Illinois 60173
(708) 995-0400
FAX (708) 413-7195

Via First Class Mail

April 9, 1997

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/14/97--01110--007
*****43.75 *****43.75

FILED
97 APR 14 PM 12:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Request for Certificate of Good Standing

Dear Sir/Madam:

Continental Life & Accident Company redomesticated from the State of Iowa to the State of Illinois, effective December 31, 1995. In order to process this redomestication with the Florida Department of Insurance, we must obtain a Certificate of Good Standing from your Division. Enclosed are the following documents to enable you to process our request:

- A completed Application for Amendment, executed by the President of the Company;
- A copy of the Articles of Reorganization, certified by the Illinois Department of Insurance (please note that the Illinois Department of Insurance evidences the amendment not by issuing a certificate, but by stamping the last page of the Articles of Reorganization) ;
- A copy of the Certificate of Authority, certified by the Illinois Department of Insurance (designated at the top as a "Certificate of Reorganization and Amended Certificate of Authority"); and
- A check made payable to the Florida Secretary of State in the Amount of \$43.75 to cover the filing fee and the Certificate of Status.

We apologize for the delay in this filing. We had originally notified the Department of Insurance in January 1996. When no reply came, we sent a second notice and were

*Lyn & Susan OK'd
the Amendment
4/21*

Amend

VS APR 21 1997

Florida Department of State
Re: Request for Certificate of Good Standing
April 9, 1997
Page 2

informed that the first notice was misplaced. It was in this reply that we became aware of this filing requirement. We hope that this delay has not cause any undue inconvenience.

Please forward the Certificate of Good Standing to the following address:

*Continental Life & Accident Company
1750 East Golf Road, Suite 1100
Schaumburg, IL 60173
Attn: Jayne Zandstra, Legal Dept.*

Thank you for your assistance in this matter. Should you have any questions or concerns regarding this request, or if you require further information, please do not hesitate to contact me directly at (847) 413-7253.

Sincerely,



*Jayne Zandstra
Paralegal & Assistant Secretary*

JEZ/enclosures

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)

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. CONTINENTAL LIFE & ACCIDENT COMPANY

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

2. Idaho; Redomesticated to Iowa 12/30/91

Incorporated under laws of

3. December 7, 1976

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? n/a

5. n/a

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.

Illinois

New Jurisdiction


Signature

April 7, 1997

Date

Thomas J. Brophy

Typed or printed name

President

Title



IL446-0135 (7/95)



STATE OF ILLINOIS
DEPARTMENT OF IN

I, the undersigned, Director
hereby certify that the
attached is a true and correct
and forming a part of the

In witness whereof, I here
the Seal of my office in

Date: MAR 24 1997

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Gerald

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ARTICLES OF REORGANIZATION
OF
CONTINENTAL LIFE & ACCIDENT COMPANY
December 1, 1995

ARTICLE ONE

The name of the corporation shall be Continental Life & Accident Company.

ARTICLE TWO

The corporation was originally organized and incorporated under the laws of the State of Idaho on November 18, 1940. Effective December 30, 1991, the corporation redomesticated under the laws of the State of Iowa. Upon approval of these Articles of Reorganization by the Illinois Director of Insurance, however, the corporation shall be organized and incorporated under the Illinois Insurance Code and shall be bound by all the terms and provisions of said code applicable to similar domestic companies organized or incorporated thereunder.

ARTICLE THREE

The location of the Principal Office shall be the city of Schaumburg, in the State of Illinois.

ARTICLE FOUR

The corporation shall be formed for the following purposes: To engage in the kinds of insurance set forth in Class 1(a) and (b) of Section 4 of the Illinois Insurance Code including to make insurance upon the lives of individuals and every insurance pertaining thereto or connected therewith; to grant, purchase and dispose of annuities and endowments of every kind and description whatsoever; to provide for contracts of indemnity against death and for weekly or other periodic indemnities for disability occasioned by accident or sickness to the person of the insured, and to do such other things as may be permitted to a corporation of this kind by law, and not prohibited by the Illinois Insurance Code.

In order to carry out the purposes for which it is organized, the corporation shall have the following rights and powers to the extent not inconsistent with nor prohibited by the provisions of the law applicable to life insurance companies or applicable to all insurance companies;

- (a) to sue and be sued, complain and defend in any court of law or equity;
- (b) to have a corporate seal which may be altered at the pleasure of the corporation

and to use such seal by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced;

(c) to purchase, hold or convey such real estate as the purposes of the corporation shall require, and to take, hold or convey other property, real, personal or mixed, as shall be necessary in the transaction of its business, all to the extent permitted by law;

(d) to sell, mortgage, loan, pledge or otherwise dispose of and otherwise use and deal in or with shares, or the interest in or obligations of other domestic and foreign corporations, associations, partnerships or individuals, all to the extent permitted by law;

(e) to sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of the corporation, with or without the goodwill for the corporation, upon such terms and conditions and for such consideration consisting in whole or in part, of money or property, real or personal, including but not limited to shares of any other domestic or foreign corporation as shall be consistent with the provisions of law applicable to such transfers under the Illinois law and consistent also with any and all provisions of law applicable to life, health and accident insurance companies and provisions of law applicable to all insurance companies;

(f) to make contracts and incur liabilities which may be appropriate to enable it to accomplish any and all of its purposes; to issue its notes, bonds, and other obligations, to pledge of any or all of its property, franchise or income; to issue notes or bonds secured or unsecured, which by their terms are convertible to shares of stock of any class upon such terms and conditions and at such rates or prices as may be therein provided; to enter into contracts of reinsurance, either as reinsurer or otherwise, pertaining to life, health and accident insurance to the extent permitted by law to a corporation of this kind;

(g) to invest its capital, reserve and surplus funds of whatever kind or character from time to time and to lend money for its corporate purposes, and to take and hold real and personal property as security for the payment of funds so invested or loaned, all to the extent that such investments and loans may be permitted by the provisions of law applicable to life, health and accident insurance companies or applicable to all insurance companies;

(h) to elect or appoint officers and agents of the corporation and to define their duties and fix their compensation, such officers to consist of a President, one or more Vice Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer and such other officers as the Board of Directors may from time to time deem necessary;

(i) to terminate its corporate activities and to surrender its corporate franchise;

(k) to make contributions to corporations or other organizations formed for civic, charitable or benevolent purposes or to any incorporated or unincorporated association, United Fund or community funds not operated or used for profit to its members, but operated for the

purposes of raising funds for and of distributing funds to other civic, charitable or benevolent organizations or agencies; and

(1) to have and exercise all of the powers necessary or convenient to effect or accomplish any or all of the purposes for which the corporation was formed; to exercise all powers, now or hereafter permitted by law to a corporation of this character, and not prohibited by the Illinois Insurance Code.

ARTICLE FIVE

The total authorized par value shares of the corporation shall be 300,000 shares, each of the par value of Ten Dollars (\$10.00), and the aggregate authorized par value of Three Million Dollars (\$3,000,000), which said shares shall be common stock and shall not be subject to assessment. The number of common shares outstanding is 209,995. Each share of stock shall be entitled to one (1) vote, except that in all elections for Directors, shareholders shall have the right of cumulative voting.

ARTICLE SIX

The property and business of the corporation shall be managed and controlled by the Board of Directors, which shall consist of not less than three (3) nor more than twenty-one (21) natural persons, who are at least eighteen (18) years of age, and at least three (3) of whom are residents and citizens of the State of Illinois. The actual number of Directors, within said limits, shall be fixed by the Bylaws of the corporation. Directors shall be elected annually by the Shareholders at the annual meeting of the corporation. Any vacancy in the Board of Directors shall be elected by the shareholders at either the annual or a special meeting of the shareholders and such director so elected shall serve until the next annual meeting of the shareholders at which time a director shall be elected by the shareholders. Elections of Directors need not be by ballot unless the Bylaws so provide.

The Board of Directors may repeal or amend the Bylaws of this corporation or may adopt new or additional Bylaws, but such Bylaws shall not be inconsistent with these Articles of Incorporation nor with the laws of the State of Illinois. Meetings of the Board of Directors may be held within or without the State as the Board of Directors may decide. A majority of the board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that if less than a majority are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

ARTICLE SEVEN

The period of existence of this corporation is perpetual.

ARTICLE EIGHT

Amendments of the Articles of Incorporation may be submitted by resolution of the board of Directors at any regular or special meeting of shareholders and adopted by the affirmative voted of the holders of at least two-thirds of the outstanding shares.

IN WITNESS WHEREOF, we the President and Secretary of Continental Life & Accident Company, have hereunto set our hands and affixed the corporate seal this 2nd day of November, 1995.

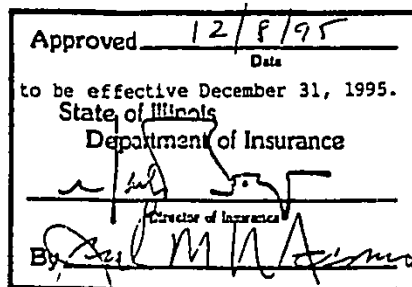
Thomas J. Brophy
Thomas J. Brophy President
A. Clark Waid, III
A. Clark Waid, III Secretary

State of Illinois)
)
County of Cook) ss

The foregoing instrument was acknowledged before me
this 2nd day of November, 1995, by the President and
Secretary respectively of Continental Life & Accident Company.

Jayne Salihu
Notary Public

My Commission Expires: 11-29-97





STATE OF ILLINOIS
DEPARTMENT OF INSURANCE

I, the undersigned, Director
hereby certify that the
attached is a true and correct
and forming a part of the

In witness whereof, I here
the Seal of my office in S

Date: MAR 20 1997

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Handwritten signature

Paper

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE



Whereas, the CONTINENTAL LIFE & ACCIDENT COMPANY

located at SCHAUMBURG, in the State of ILLINOIS
has complied with all the requirements of the "ILLINOIS INSURANCE CODE" applicable to
said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do
hereby authorize the said Company to transact its appropriate business as set forth under
Clause(s) (a) and (b) of Class 1

of Section 4 of the "ILLINOIS INSURANCE CODE" in this State, in accordance with the
laws thereof, to be effective December 31, 1995.



In Testimony Whereof,

I hereto set my hand and cause to be affixed the Seal of my office.

Done at the City of Springfield, this 8th

day of DECEMBER, 19 95

Mark Boozell,

Director of Insurance

By John M. [Signature]