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WRITER'S DIRECT DIAL NUMBER

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WRITER'S E-MAIL ADDRESS
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December 29, 1998

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

600002727966--4
-12/31/98--01052--012
*****35.00 *****35.00

RE: Life Insurance Company of Illinois/Ameribest Life Insurance Company

Ladies and Gentlemen:

On behalf of Ameribest Life Insurance Company (f/k/a Life Insurance Company of Illinois), I am submitting documentation required to change the name under which it is licensed as a foreign corporation in the State of Florida. Specifically, I have enclosed the following:

1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.
2. One certified copy of the Amended Articles of Incorporation reflecting the name change.
3. A check made payable to the Florida Department of State in the amount of \$35.00 to cover the filing fee for this amendment.

Should you require any additional information or action to authorize this entity to undertake business in the State of Florida as a foreign profit corporation, please contact me. Thank you for your assistance on this matter.

Respectfully,

G. Thomas Sullivan

GTS\bjg
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 PM 3:09

NK Amend
SF 1/6/98

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December 30, 1998

VIA FEDERAL EXPRESS

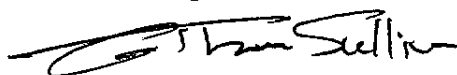
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399-0250

RE: Life Insurance Company of Illinois/Ameribest Life Insurance Company

Ladies and Gentlemen:

On December 29, 1998 documentation was mailed by regular mail to your office to change the name of Life Insurance Company of Illinois to Ameribest Life Insurance Company. Inadvertently, a check made payable to the Florida Department of State in the amount of \$35.00 was not included in that packet as was indicated in the cover letter. I have enclosed a copy of the cover letter and materials which were previously submitted. I have enclosed a check made payable to the Florida Department of State in the amount of \$35.00 to correct this oversight. Should you require any additional information or action, please contact me. I apologize for this confusion. Thank you for your assistance on this matter.

Respectfully,



G. Thomas Sullivan

GTS\mrs
Enclosure

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 Insurance Company of Illinois
Name of corporation as it appears on the records of the Department of State.
2. State of Illinois 3. September 29, 1982
Incorporated under laws of 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? December 17, 1998
5. Ameribest 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


Signature

December 18, 1998
Date

Paul E. Larson
Typed or printed name

President
Title

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 PM 2:29



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 23 1998 A. Dutcher
Acting Director of Insurance

AMENDED ARTICLES OF INCORPORATION
OF
LIFE INSURANCE COMPANY OF ILLINOIS

ARTICLE I.

The name of the Company shall be Ameribest Life Insurance Company.

ARTICLE II.

The location of its principal office shall be in Springfield, County of Sangamon, in the State of Illinois.

ARTICLE III.

The duration of the Company shall be perpetual.

ARTICLE IV.

1. The Company shall be authorized and empowered to transact all kinds of insurance and reinsurance as defined in Section 4, Class 1 Clauses (a) and (b) of the "Illinois Insurance Code", which an insurance company may now or hereafter be permitted to transact, including the kinds of insurance specifically enumerated under Section 4, Class 1 Clauses (a) and (b) of the "Illinois Insurance Code" as follows:

Class 1. Life, Accident and Health.

(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 insured or annuitant shall become totally and permanently disabled as defined by the policy or contract, shall be deemed to be policies of life or endowment insurance or annuity contracts within the intent of this clause.

(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.

ARTICLE V.

1. The corporate powers shall be exercised by, and the corporate business and affairs shall be managed by a Board of Directors composed of not less than three, nor more than twenty-one natural persons who are shareholders, except where the Company is a wholly owned subsidiary, and who are at least twenty-one years of age and at least three of whom are residents and citizens of the State of Illinois.

2. The full Board of Directors shall be elected annually by the Shareholders at a duly held meeting. Any vacancy in the Board of Directors may be filled by election at a special meeting of the shareholders called for that purpose. All directors shall hold office until the annual meeting of the shareholders next succeeding their election and until their successors are elected and qualified, but any director ceasing to be a shareholder, shall, by reason of that fact, cease to be a director, except where the Company is a wholly owned subsidiary.

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

4. The Board of Directors shall have the sole power to make, alter, amend or repeal By-Laws for the government and regulation of the Company's affairs.

ARTICLE VI.

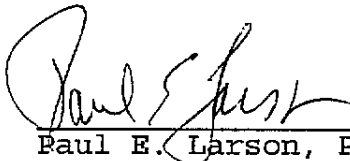
1. The amount of authorized capital of the Company is \$1,500,000.00; the number of authorized common shares is 1,000,000; the par value of each common share is \$1.50; the number of common shares outstanding is 1,000,000.

2. The holders of the shares of the Company of whatever class shall have a preemptive and preferential right to subscribe for or purchase any shares of any class of the Company or any securities of the company of any kind convertible into the shares of the Company of any class or any warrants or other instruments issued by the Company carrying the right to subscribe for or purchase shares of the Company of any class, which may be issued at any time hereafter and whether now or hereafter authorized.

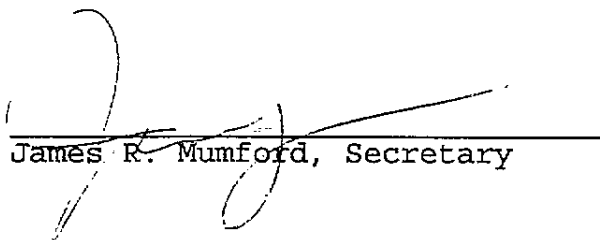
3. The Board of Directors, subject to the provisions of Paragraph 2 of this Article, shall have the power, by appropriate

resolution, to authorize the issuance or sale at any time or from time to time of the whole or any part of said authorized but unissued shares as additions to paid-up capital pursuant to permits issued from time to time by the Director of Insurance of the State of Illinois.

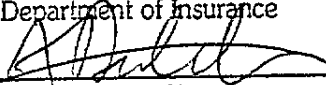
IN WITNESS WHEREOF, Life Insurance Company of Illinois has caused these Amended Articles of Incorporation to be executed in its name by its duly authorized officers and its corporate seal affixed hereto this 1st day of December, 1998.



Paul E. Larson, President



James R. Mumford, Secretary

Approved <u>12/17/98</u>
State of Illinois Department of Insurance
by:  Acting Director of Insurance