

FN 857772

FIRST NATIONAL LIFE INSURANCE COMPANY OF AMERICA
328 W. Valley Avenue (35209-4801) - P. O. Box 11316, Birmingham, Alabama 35202-1316 - Phone (205) 942-2112 - Fax 205/941-1716
FOUNDED 1936

November 23, 1998

VIA FEDEX

Amendment Division
Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Redomestication From Alabama to Mississippi
First National Life Insurance Company of America
Secretary of State Document No.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 AM 10:58

Dear Sir:

Effective September 30, 1998, First National Life Insurance Company of America redomesticated from Alabama to Mississippi. The Florida Department of Insurance requires that we furnish a Certificate of Good Standing reflecting the redomestication from the Florida Secretary of State.

Enclosed is a Certified copy of the Articles of Redomestication and Amended and Restated Articles of Incorporation from the Mississippi Secretary of State.

Also enclosed is our check in the amount of \$71.25:
\$52.50 for the Certification
8.75 for the Certificate of Good Standing
10.00 for filing the Articles

We would appreciate your issuing the Certificate of Good Standing as soon as possible.

Thank you.

Sincerely,

Frances Y. Burnette

Frances Y. Burnette
Executive Vice President
Secretary, Treasurer

enclosures

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-11/24/98--01074--001
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(SF)

Amend
Change of
Redomestication
12/18/98

*Returned
\$ 25 check*



FIRST NATIONAL LIFE INSURANCE COMPANY OF AMERICA

328 W. Valley Avenue (35209-4801) - P. O. Box 11316, Birmingham, Alabama 35202-1316 - Phone (205) 942-2112 - Fax 205/941-1716

FOUNDED 1936

December 8, 1998

Ms. Susan Payne
Senior Section Administrator
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Your Letter Number: 398A00056637
First National Life Insurance Company of America
Ref.Number 857772

Dear Ms. Payne:

Yesterday we received your letter requesting additional information regarding the filing, subsequent to the Company's redomestication from Alabama to Mississippi.

Enclosed are:

1. Completed Application
2. Certification evidencing change in domicile
3. Copy of your letter
4. Our check in the amount of \$25 to complete the filing fee.
The \$71.25 check we forwarded to you on November 23 included only \$10 for the filing fee.

Thank you.

Sincerely,

Frances Y. Burnette
Executive Vice President
Secretary, Treasurer

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)

1. FIRST NATIONAL LIFE INSURANCE COMPANY OF AMERICA
Name of corporation as it appears on the records of the Department of State.
2. ALABAMA Incorporated under laws of
3. 9/16/83 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? _____
5. _____
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.

MISSISSIPPI
New Jurisdiction

Frances Y. Burnette
Signature

December 8, 1998
Date

Frances Y. Burnette
Typed or printed name

Exec. Vice Pres, Sec, Treas
Title

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 AM 10:58

STATE OF MISSISSIPPI

SECRETARY OF STATE'S OFFICE

ERIC CLARK

SECRETARY OF STATE
JACKSON, MISSISSIPPI

I, Eric Clark, Secretary of State, do certify the Amended and Restated Articles of Incorporation hereto attached of:

FIRST NATIONAL LIFE INSURANCE COMPANY OF AMERICA

was pursuant to the provisions of the laws of Mississippi recorded in the Records of Incorporations in this office, in Photostat Book No. 358 pages 151-161

*Given under my hand and the Great Seal of the
State of Mississippi, hereunto affixed this 30th day
of September, 1998*



Eric Clark

ERIC CLARK

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ARTICLES OF REDOMESTICATION
and
AMENDED AND RESTATED ARTICLES OF INCORPORATION
of
FIRST NATIONAL LIFE INSURANCE COMPANY OF AMERICA

STATE OF ALABAMA
COUNTY OF JEFFERSON

BE IT KNOWN that on the 2nd day of July, 1998, before me,
Elaine Sabo, a Notary Public, duly commissioned and qualified in and for the
county and state aforesaid, personally appeared FRANCES Y. BURNETTE, whose name is
hereinafter affixed, along with her current address, who declared unto me, a Notary Public, that
she is the Secretary of FIRST NATIONAL LIFE INSURANCE COMPANY OF AMERICA, an
Alabama corporation; that the said corporation is availing itself of the provisions of the laws of
the State of Mississippi relative to insurance companies and especially the provisions of Title 83,
Chapter 19, §83-19-1, et seq., Mississippi Code of 1972, as amended; that the said FIRST
NATIONAL LIFE INSURANCE COMPANY OF AMERICA has authorized and directed the
said FRANCES Y. BURNETTE to present the Commissioner of Insurance of the State of
Mississippi the attached ARTICLES OF REDOMESTICATION and AMENDED AND
RESTATED ARTICLES OF INCORPORATION to redomesticate the corporation from the
State of Alabama to the State of Mississippi in compliance with §83-20-1, et seq., Mississippi
Code of 1972, as amended, and to change the domicile of the corporation from Alabama to
Mississippi in accordance with the following Articles of Redomestication and Amended and

Restated Articles of Incorporation; and that for and on behalf of the corporation and, as the corporation's act and deed, she signed and delivered the following Articles of Redomestication and Amended and Restated Articles of Incorporation on the date and year therein stated:

I.

The name of the corporation is First National Life Insurance Company of America (the "Company").

II.

The Company is an Alabama domestic stock life, accident and sickness insurer with its principal place of business in the State of Alabama in the City of Birmingham, Jefferson County, Alabama. The Company will file with the Commissioner of Insurance of the State of Alabama a notice of intent to redomesticate from Alabama to the State of Mississippi pursuant to §27-3-31, Code of Alabama 1975.

III.

The Company is licensed as a foreign insurer in the State of Mississippi.

IV.

The Company shall be a corporation organized under the laws of the State of Mississippi upon the filing by the Company of these Articles of Redomestication and Amended and Restated Articles of Incorporation with the Secretary of State of Mississippi after the approval of the Commissioner of Insurance of the State of Mississippi.

V.

The Company was originally incorporated on July 24, 1936, as a fraternal benefit society, and on October 19, 1954, the Company was converted to its present form and its original

charter issued authorizing it to operate as a stock life insurance company under the laws of the State of Georgia. Thereafter said charter was duly amended on the following dates: April 25, 1960; June 30, 1965; June 8, 1971; December 13, 1978; May 4, 1984; December 28, 1990, and September 4, 1992. The Company redomesticated to the State of Alabama on September 4, 1992. The Company desires to amend its charter further, and the purpose of the amendment is to amend and restate its charter so as to reflect and effectuate a redomestication of the Company to the State of Mississippi.

Whereupon, after making the necessary filing and obtaining the requisite approvals in Mississippi and Alabama, the Company prays that, upon the effective date hereof, the charter of the Company shall be amended and restated to read as follows:

1.

The name of the Company is First National Life Insurance Company of America.

2.

The Company shall have a perpetual duration.

3.

The Company shall carry on the business of general ordinary life insurance, industrial or weekly premium life insurance, sickness, health, accident, hospitalization and other kinds of insurance business as are generally authorized by law for stock life insurance companies.

4.

The Company is authorized to issue 10,000 shares of common stock which shall be divided into shares of a par value of \$150 per share. The Company shall not transact any business until it shall have a minimum of paid-in capital of \$400,000 and a minimum surplus of \$600,000.

5.

The location of the principal office of the Company shall be in the City of Jackson, Hinds County, Mississippi.

6.

The registered office of the Company shall be located at:

1817 Crane Ridge Drive
Suite 200
Jackson, Mississippi 39216.

The registered agent of the Company at such address shall be Gene A. Wilkinson.

7.

The Board of Directors shall consist of not less than three nor more than twenty members. The current Board of Directors consists of the following individuals:

John Alvis Hackney
211 Third Avenue South
Franklin, TN 37064

Frances Young Burnette
125 Oxmoor Road
Birmingham, AL 35209

Gene Laverne McKinney
5020 Greystone Way
Birmingham, AL 35242

Wade Avery Willis
1100 Bryana Drive
Franklin, TN 37064

Dennis Lee Roos
613 Hillsboro Road, B21
Franklin, TN 37064

Judith Carol Lowrey
190 Heathersett Drive
Franklin, TN 37064

8.

No director or officer of this corporation shall have any personal liability to the corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director or officer; provided, however, that this provision shall not eliminate or limit the liability of a director or officer (a) for the amount of financial benefit received by a director or officer to which he is not entitled; (b) for an intentional infliction of harm on the corporation or the shareholders; (c) for a violation of §79-4-8.33, Mississippi Code of 1972, as amended; or (d) for intentional violation of criminal law.

9.

The corporation shall indemnify any director or officer of the corporation for liability as defined in §79-4-8.50(5) of the Mississippi Code of 1972, as amended, to any person for any action taken, or for failure to take any action, as a director or officer, except liability for (a) receipt of a financial benefit to which he is not entitled; (b) an intentional infliction of harm on the corporation or its shareholders; (c) a violation of §79-4-8.33, Mississippi Code of 1972, as amended; or (d) an intentional violation of criminal law. Indemnification in accordance with this article shall be upon such terms and provisions as set forth in the bylaws of this corporation, as the same may be amended from time to time, and subject to and in accordance with the provisions of the Mississippi Business Corporation Act, codified at §79-4-1.01 et seq., Mississippi Code of 1972, as amended, and as the same now exist and are in effect on the effective date of these articles, particularly §§79-4-8.50 to 79-4-8.59 thereof.

10.

Any action required or permitted by the Mississippi Business Corporation Act, codified at §79-4-1.01 et seq. of the Mississippi Code of 1972, as amended, to be taken at a meeting of the shareholders of the Company may be taken without a meeting if

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unanimous written consent, setting forth the action so taken, shall be signed by all persons who would be entitled to vote at a meeting in accordance with §74-4-7.04 of said Code.

11.

The names and addresses of the original incorporators were as follows: R.P. COLEMAN, 843 Blueridge Court, N.E., Atlanta, Georgia; I.F. LONGSHORE, 1290 Morningside Drive, N.E., Atlanta, Georgia; W.S. CARLTON, 571 West Pelham Road, N.E., Atlanta, Georgia; B.E. LUMPKIN, 1334 South Lumpkin Street, Athens, Georgia; W.G. LONGSHORE, 1290 Morningside Drive, N.E., Atlanta, Georgia; and JOHN MILLEDGE, JR., 2614 Clairmont Road, Route 3, Atlanta, Georgia.

12.

Pursuant to §83-20-1 et seq. of the Mississippi Code of 1972, as amended, and §27-3-31, Code of Alabama 1975, as amended, the Company is transferring its domicile from the State of Alabama to the State of Mississippi. The Company organized hereby is a continuation of the corporate existence of the original Georgia corporation which was incorporated on July 24, 1936, and redomesticated to the State of Alabama on September 4, 1992, and shall retain such original date of July 24, 1936, as its date of

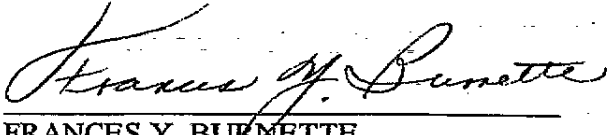
incorporation in accordance with the Act and other applicable laws
of the State of Mississippi.

13.

These Articles of Redomestication and Amended and Restated
Articles of Incorporation were duly approved by unanimous
consent of the Board of Directors and by written authorization
from the holders of 10,000 shares of the Company's common
stock, representing all of the voting power of the Corporation's
10,000 shares of stock issued and outstanding and entitled to vote
on July 2, 1998, and they correctly set forth and supersede the
original charter and all amendments thereto.

The effective date of these Articles of Redomestication and Amended and
Restated Articles of Incorporation shall be September 30, 1998, unless otherwise
changed by subsequent amendments.

This the 2nd day of July, 1998.


FRANCES Y. BURNETTE
Secretary

Address:
328 West Valley Avenue
Birmingham, Alabama 35209-4801

1998

WITNESS MY HAND AND OFFICIAL SEAL on this the 2nd day of July,

1998.

Gene Sabo
NOTARY PUBLIC

My Commission Expires:

June 10, 1999

CERTIFICATE

I, George Dale, Commissioner of Insurance of the State of Mississippi, or my designated appointee, do hereby certify that the foregoing ARTICLES OF REDOMESTICATION AND AMENDED AND RESTATED ARTICLES OF INCORPORATION of FIRST NATIONAL LIFE INSURANCE COMPANY OF AMERICA were filed with me, and after examining all records and proceedings relative thereto, I find that all requirements of law in relation thereto appear to have been complied with, and that the Articles of Redomestication and Amended and Restated Articles of Incorporation are, this day, approved by me and referred to the Secretary of State for his proper handling.

WITNESS MY SIGNATURE on this, the 29 day of September, 1998.

GEORGE DALE
COMMISSIONER OF INSURANCE
STATE OF MISSISSIPPI

BY: Ronald E. Hanna
RONALD E. HANNA,
DEPUTY COMMISSIONER

