

F9500002837



THE UNITED STATES CORPORATION
COMPANY

FILED
FEB -9 PM 4: 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 577947 7142107
AUTHORIZATION : *Katrice Kuyt*
COST LIMIT : \$ 35

ORDER DATE : February 4, 2000
ORDER TIME : 2:21 PM
ORDER NO. : 577947-025
CUSTOMER NO: 7142107

name change
EFFECTIVE DATE
2/10/00

500003130105--9

CUSTOMER: Ms. Donnilee Gray
Lincoln National Corporation
1700 Magnavox Way
One Reinsurance Place
Fort Wayne, IN 46804

FOREIGN FILINGS

NAME: UNDERWRITERS & MANAGEMENT SERVICES, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

RECEIVED
00 FEB -9 PM 3: 16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Please note: Certification by home state on back page of document.
Christine 521-0821 ext 1109

EFFECTIVE DATE

3/1/00

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
00 FEB -9 PM 4: 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Underwriters & Management Services, Inc.
Name of corporation as it appears on the records of the Department of State.

2. Indiana 3. June 12, 1995
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? Filed 1/31/2000 Effective date 3/1/2000

5. Lincoln Re Risk Management Services, Inc.
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.

no change
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

no change
New Jurisdiction

Edward B. Martin February 3, 2000
Signature Date

Edward B. Martin Vice President
Typed or printed name Title



ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION

State Form 38333 (R8 / 12-96)

Approved by State Board of Accounts 1995

APPROVED
AND
FILED
IND. SECRETARY OF STATE

SUE ANNE GILROY
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

INSTRUCTIONS: Use 1/2" x 11" white paper for inserts.
Present original and two copies to address in upper right hand corner of this
Please TYPE or PRINT.

Indiana Code 23-1-38-1 et seq.
Filing Fee: \$30.00

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF:

Name of Corporation

Underwriters & Management Services, Inc.

Date of incorporation

June 22, 1983

The undersigned officers of the above referenced Corporation (*hereinafter referred to as the "Corporation"*) existing pursuant to the provisions of: (*indicate appropriate act*)

Indiana Business Corporation Law Indiana Professional Corporation Act of 1983.

as amended (*hereinafter referred to as the "Act"*), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts:

ARTICLE I Amendment(s)

The exact text of Article(s)
Articles

1, Section 1

of the

(NOTE: If amending the name of corporation, write Article "I" in space above and write "The name of the Corporation is _____" below.)

The name of the Corporation is Lincoln Re Risk Management Services, Inc.

THIS CHANGE SHALL BE EFFECTIVE MARCH 1, 2000.

SUE ANNE GILROY

ARTICLE II

Date of each amendment's adoption:

January 12, 2000

ARTICLE III Manner of Adoption and Vote

Mark applicable section: NOTE - Only in limited situations does Indiana law permit an Amendment without shareholder approval. Because a name change requires shareholder approval, Section 2 must be marked and either A or B completed.

SECTION 1 This amendment was adopted by the Board of Directors or Incorporators and shareholder action was not required.

SECTION 2 The shareholders of the Corporation entitled to vote in respect to the amendment adopted the proposed amendment. The amendment was adopted by: (Shareholder approval may be by either A or B.)

A. Vote of such shareholders during a meeting called by the Board of Directors. The result of such vote is as follows:

	Shares entitled to vote.
	Number of shares represented at the meeting.
	Shares voted in favor.
	Shares voted against.

B. Unanimous written consent executed on January 12 ~~XX~~ 2000 and signed by all shareholders entitled to vote.

ARTICLE IV Compliance with Legal Requirements

The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

I hereby verify, subject to the penalties of perjury, that the statements contained herein are true, this 26th day of January, ~~XX~~ 2000.

Signature of current officer or chairman of the board

Ann Wallace

Printed name of officer or chairman of the board

Ann Wallace

Signature's title

COO & Vice President

UNDERWRITERS & MANAGEMENT SERVICES, INC.

I, Cynthia A. Rose, hereby certify that I am the duly elected and qualified Secretary of Underwriters & Management Services, Inc. (the "Corporation"), that the following is a true and correct copy of a resolution adopted by the Board of Directors on January 12, 2000, and that such resolution is in full force and effect as of the date hereof:


"WHEREAS, The Board of Directors believes it is advisable and in the best interests of the Corporation and its shareholder that the Articles of Incorporation of the Corporation be amended to change the name of the Corporation.

RESOLVED, That Article I of the Articles of Incorporation be amended in its entirety to read as follows:

"The name of the Corporation shall be
Lincoln Re Risk Management Services, Inc."

RESOLVED FURTHER, That the officers of the Corporation are authorized and directed to take all actions which they deem necessary and appropriate to effect the intent of this resolution."

In Witness Whereof, I have hereunto affixed my name as Secretary of said Corporation this 21st day of January, 2000.


Cynthia A. Rose, Secretary

STATE OF INDIANA
Office of the Secretary of State

I hereby certify that this is a true and complete copy of the
page document(s)

dated in my office.

DATE: 1-31-2000

Ann Marie Hilary
Secretary of State

By: M. Lynn
Secretary of State

for my previous Certification

