

F970000002379



November 17, 1999

Ms. Louise Jackson
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Dear Ms. Jackson:

Thank you for helping me with which forms your department needs to effect our name change. We are registered in Florida as Financial Insurance Management Corporation of Louisiana.

We have changed our name in Louisiana, our State of incorporation, to The Financial Group, Inc. I understand this name is unavailable in Florida, so I have included a Resolution adopting the name The Financial Group Administrators for use in the State of Florida.

If you need any other information, please call me at (800) 962-8368 or e-mail me at pat@fingrp.com.

Sincerely yours,

Patricia M. Monjure
Corporate Secretary

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -1 PM 2:42

Name Change
LA 12-22-99

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.)

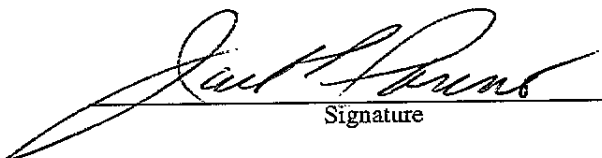
SECTION I
(1-3 MUST BE COMPLETED)

1. FINANCIAL INSURANCE MANAGEMENT CORPORATION doing business in Florida as FINANCIAL INSURANCE
Name of corporation as it appears on the records of the Department of State.
MANAGEMENT CORPORATION OF LOUISIANA
2. Louisiana Incorporated under laws of
3. May 5, 1997 Date authorized to do business in Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -1 PM 2:43

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? October 4, 1999 *INC.*
5. THE FINANCIAL GROUP, INC. doing business in Florida as THE FINANCIAL GROUP ADMINISTRATORS
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.
- N/A
New Jurisdiction


Signature

November 16, 1999
Date

Jack P. Panno
Typed or printed name

President
Title

UNITED STATES OF AMERICA
State of Louisiana
DUPLICATE

Jox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of Restated Articles of Incorporation of

FINANCIAL INSURANCE MANAGEMENT CORPORATION

Domiciled at METAIRIE, LOUISIANA, changing the corporate
name to

THE FINANCIAL GROUP, INC.

Was filed and recorded in this Office on October 4, 1999.

99 DEC - 1 PM 2:43
SECRETARY OF STATE
DIVISION OF CORPORATIONS

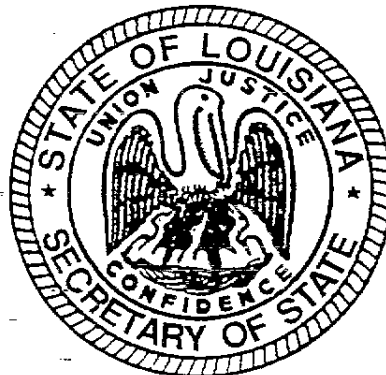
*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

October 4, 1999

Jox McKeithen

ABA 34163547D 34845299

Secretary of State



THE FINANCIAL GROUP, INC.
(FORMERLY FINANCIAL INSURANCE MANAGEMENT CORPORATION)

**ARTICLES
OF
INCORPORATION**

Incorporated
December 28, 1984
Amended and Restated at
October 30, 1991
Further Amended and Restated at
October 1, 1999

Preamble

BE IT KNOWN, That on this 1st day of October, 1999, the undersigned, in their capacities as President and Secretary of The Financial Group, Inc. (formerly Financial Insurance Management Corporation), organized, established and incorporated on December 28, 1984, as authorized and directed by resolutions adopted by unanimous consent of the shareholders and directors of said Corporation and as authorized by and pursuant to the Louisiana Business Corporation Law, La. Rev. Stat. §§ 12:1-178, as amended, declare that they do appear herein for the purpose of executing this act of amendment and restatement of the Articles of Incorporation of the Corporation, that the amendment and restatement hereinafter set forth accurately replicates the Articles of Incorporation of the Corporation and all amendments thereto in effect as of the date of this act of amendment and restatement without substantive change except as effected by the new amendments incorporated herein or as permitted by La. Rev. Stat. 12:34, and that as authorized by the aforesaid resolutions, the Articles of Incorporation of the Corporation are hereby amended and restated so that, as amended and restated, said Articles of Incorporation shall state and provide as follows:

Article I

**CORPORATE NAME;
DURATION OF EXISTENCE**

The name of the corporation shall be THE FINANCIAL GROUP, INC. (hereinafter the "Corporation"), formerly Financial Insurance Management Corporation, and it shall have and enjoy perpetual existence.

Article II

**OBJECTS AND PURPOSES;
CORPORATE POWERS**

Section 1. The objects and purposes for which the Corporation is organized are to engage in any business for which corporations may be organized in the state of Louisiana, including but not limited to business as an insurance broker, to represent, advise and act on behalf of persons, firms, corporations and insurance companies with respect to the solicitation, negotiation, placement, issuance and effectuation of life,

accident and health, property and casualty, and all other kinds and types of insurance and annuity contracts, and/or to engage in business as an insurance agency pursuant to written authorization and appointment by insurers lawfully authorized to transact business in Louisiana and to solicit, negotiate and effect contracts of insurance on their behalf.

Section 2. The Corporation shall have and may exercise all powers, rights, authorities and privileges which are now or may hereafter be conferred upon or permitted to corporations organized under the Business Corporations Law, La. Rev. Stat. §§ 12:1-178, or organized and licensed as insurance brokers or agencies under the Louisiana Insurance Code, La. Rev. Stat. § 22:1160, or as such Law and Code may be amended from time to time.

Article III CAPITAL STOCK

Section 1. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue shall be 400,000, all of which shall be designated common stock having no par value per share.

Section 2. Except as otherwise provided by law, the Corporation and its directors, officers and agents may recognize and treat a person, firm or corporation registered on its records as the owner of shares, as the owner in fact thereof for all purposes, and as the person exclusively entitled to have and to exercise all rights and privileges incidental to the ownership of such shares, notwithstanding any actual or constructive notice which the Corporation or any of its directors, officers or agents may have to the contrary.

Article IV CORPORATE ACTION OF SHAREHOLDERS; CONSENTS

Section 1. If shareholder action or approval is required by law in connection with the amendment of these articles or any merger, consolidation, transfer of corporate assets or dissolution of or involving the Corporation, such action or approval shall be taken or given only upon the affirmative vote of not less than fifty percent (50%) of the number of shares entitled to vote on the particular question.

Section 2. Whenever the affirmative vote of shareholders is required to authorize or constitute corporate action, the consent in writing to such action signed only by shareholders holding that proportion of the total voting power on the question which is required by law or by these Articles of Incorporation, whichever requirement is higher, shall be sufficient for the purpose, without the necessity of a meeting of shareholders.

Article V BOARD OF DIRECTORS; OFFICERS

Section 1. The corporate powers and governance of the Corporation shall be vested in and exercised through a Board of Directors, comprising not less than three persons. The Bylaws of the Corporation shall fix the number, qualifications and compensation of the Board of Directors, their terms of office and the mode and manner of their nomination and election, and provide for the filling of vacancies, removal, the number of directors constituting a quorum, and the duties and responsibilities of the directors. Any director

absent from a meeting of the Board of Directors or any committee thereof may be represented by any other director or shareholder, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director.

Section 2. The officers of the Corporation shall be the president, the secretary, the treasurer, and such other officers as may be provided for by the Bylaws of the Corporation. Any or all of such officers may be combined in one person.

Article VI

BYLAWS OF THE CORPORATION

The shareholders and the Board of Directors of the Corporation shall have the power to make, adopt, alter, amend, rescind or repeal such bylaws, not inconsistent with these Articles, as they deem necessary or proper for the governance and management of the business and affairs of the Corporation, its officers, shareholders, committees, employees and agents.

Article VII

REVERSION

Cash, property or share dividends, shares issuable to shareholders in connection with a reclassification of stock, and the redemption price of redeemed shares, which are not claimed by the shareholders entitled thereto within one year after the dividend or redemption price became payable, or the shares became issuable, despite reasonable efforts by the Corporation to pay the dividends or redemption price or deliver the certificates for the shares to such shareholders within such time, shall, at the expiration of such time, revert in full ownership to the Corporation, and the Corporation's obligation to pay such dividend or redemption price or issue such shares, as the case may be, shall thereupon cease; provided, however, that the Board of Directors may, at any time, for any reason satisfactory to it, but need not, authorize (a) payment of the amount of any cash or property dividend or redemption price or (b) issuance of any shares, ownership of which has reverted to the Corporation pursuant to this Article, to the entity who or which would be entitled thereto had such reversion not occurred.

Article VIII

LIMITATION OF LIABILITY

No director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except in the case of breach of the director's or officer's duty of loyalty to the Corporation or its shareholders; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; knowingly, or without the exercise of reasonable care and inquiry, voting in favor of the payment of a dividend in violation of La. Rev. Stat. § 12:92(D); or any transaction from which the director or officer derived and improper personal benefit. Neither the repeal or nor any amendment to this Article shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any act or omission of such director or officer occurring prior to such repeal or amendment, absent the express consent of such a director or officer, or of the director's or officer's heirs or legal representatives, to such repeal or amendment.

Article IX
**INDEMNIFICATION OF
INCORPORATOR, DIRECTORS
AND OFFICERS**

Section 1. To the fullest extent authorized or permitted by La. Rev. Stat. § 12:227, as the same may hereafter be amended to broaden such authority, or as otherwise permitted by law, the Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal administrative, or investigative (including any action by or in the right of the Corporation), by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee or agent of another business or foreign corporation, partnership, joint venture or other enterprise, against any and all expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, subject only to such limitations and restrictions which the Corporation is compelled to observe by force of law. Such indemnification shall be a contract right in favor of each such person, as indemnitee, and shall include the right to receive payment in advance of any expenses incurred by the indemnitee in connection with any such proceeding. In furtherance of the indemnification authorized and mandated herein, the Corporation may enter into contracts with any director or officer of the Corporation and may create a reserve or trust fund, grant a security interest, or employ any other means to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article. The right of indemnification provided in this article shall not be exclusive of any other rights to which persons entitled to indemnification may otherwise be entitled, and the provisions of this Article shall inure to the benefit of the heirs and legal representatives of any person entitled to indemnity under this Article and shall be applicable to proceedings commenced or continuing after adoption of this Article, whether arising from acts or omissions occurring before or after such adoption.

Section 2. The Bylaws of the Corporation shall prescribe the manner and procedures by which the indemnification provided by this Article shall be invoked and effected.

Section 3. Neither the repeal of or any amendment to this Article shall apply to or have any effect on the obligation of the Corporation or on the entitlement of any person to indemnification in accordance with this Article for or with respect to any action, suit or proceeding, whensoever brought or asserted, arising out of any act or omission of such person occurring prior to such repeal or amendment, absent the express consent of such a person, or of the person's heirs or legal representatives, to such repeal or amendment.

Section 4. The Board of Directors may provide in the Bylaws of the Corporation, to the extent permitted by and not inconsistent with law or with these Articles, for the indemnification of employees, servants and agents of the Corporation.

Article X
**AMENDMENT OF
ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by a vote of two-thirds ($\frac{2}{3}$) of the voting power of all voting shareholders of the Corporation present or represented by proxy and entitled under these Articles and the Louisiana Business Corporation Law to vote, at a meeting of the shareholders, at which a quorum of not less than fifty percent (50%) of the outstanding shares of the Corporation is represented, called upon

THE FINANCIAL GROUP, INC.
(FORMERLY, FINANCIAL INSURANCE
MANAGEMENT CORPORATION)

ARTICLES OF
INCORPORATION
(as amended and restated on October 1, 1999)

5

notice of the specific purpose to amend the Articles of Incorporation, or by consent of the shareholders as provided by Section 2 of Article IV of these Articles.

IN WITNESS WHEREOF, we have subscribed these amended and restated Articles of Incorporation, in quadruplicate original, on the day, month and year hereinabove first written.



JACK P. PANNO



PATRICIA A. MOSHURE

ACKNOWLEDGEMENT

UNITED STATES OF AMERICA :
STATE OF LOUISIANA :
PARISH OF JEFFERSON :

BE IT KNOWN, that on this, the 1st day of October, 1999, before me, Notary Public, duly commissioned and qualified in and for the Parish of Jefferson, State of Louisiana, and in the presence of the undersigned competent witnesses,

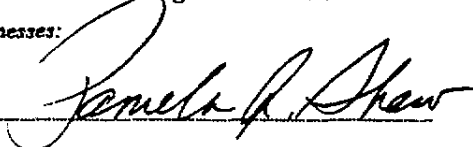
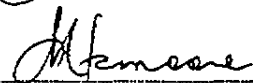
PERSONALLY CAME AND APPEARED Jack P. Panno and Patricia A. Monjure, herein appearing in their respective capacities as President and Secretary of The Financial Group, Inc. (the "Corporation"), formerly Financial Insurance Management Corporation, a business corporation organized and existing under and by virtue of the laws of the State of Louisiana, pursuant to Articles of Incorporation by Act passed before Mark S. Embree, Notary Public, on December 28, 1984, filed and recorded with the Secretary of State, State of Louisiana, on January 2, 1985, in the Record of Charters Book 341.



WHO DECLARED THAT, by virtue of and pursuant to the authority conferred upon them to so act by resolutions adopted by unanimous consent of the shareholders and directors of the Corporation on October 1, 1999, and pursuant to and in conformity with the benefits and provisions of the Constitution and Laws of the State of Louisiana, and particularly the provisions of the Louisiana Business Corporations Law, La. Rev. Stat. 12:1-178 (1950), as amended, they appear herein for the purpose of executing this act of amendment and restatement of the Articles of Incorporation of the Corporation.

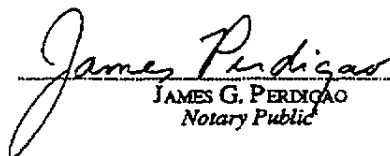
And said appears further declared that the amendment and restatement hereinabove set forth accurately replicates the Articles of Incorporation of the Corporation and all amendments thereto in effect as of the date of this act of amendment and restatement without substantive change except as effected by the new amendments incorporated herein or as permitted by La. Rev. Stat. 12:34.

IN WITNESS WHEREOF, the said appearers have hereunto affixed their signatures, together with me, Notary, and the undersigned competent witnesses, on the day, month and year hereinabove first written, and after due reading of the whole.

Witnesses:


JACK P. PANNO

PATRICIA A. MONJURE


JAMES G. PERDIGAO
Notary Public

THE FINANCIAL GROUP, INC.

**UNANIMOUS CONSENT
OF DIRECTORS**

Authorization to adopt a Trade Name
for use in the State of Florida

November 4, 1999

THIS CONSENT is given, made and executed this 4th day of November, 1999 by the undersigned persons, comprising each and all of the directors of The Financial Group, Inc. [Company] as of the date hereof, who hereby, by unanimous consent, consent to the following resolution:

WHEREAS, this Company was previously incorporated under the laws of Louisiana under the name of "Financial Insurance Management Corporation" and has now changed its name to "The Financial Group, Inc., and

WHEREAS, this Company is registered in the State of Florida under the name of "Financial Insurance Management Corporation" and is doing business in the State of Florida as "Financial Insurance Management Corporation of Louisiana" for the express purpose of administration of life, accident and health, and annuity business of life insurance companies, and wishes to continue doing business in the State of Florida, and


WHEREAS, this Company is desirous of adopting the trade name of "The Financial Group Administrators" for purposes of transacting the above described business in the State of Florida, be it

RESOLVED, that the proper officers of this Company are hereby authorized, empowered, and directed to do all acts, and to make, file, and record all documents required by law to adopt the trade name of "The Financial Group Administrators" and to qualify this Corporation to do business in the State of Florida.

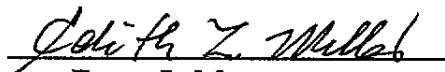
IN WITNESS WHEREOF, the undersigned directors have caused this consent to be executed on and effective as of the date hereinabove first written.



JACK P. PANNO



FRANK C. KRAUS, JR.



EDITH L. MILLER

CERTIFICATE OF SECRETARY

I HEREBY CERTIFY that the persons having subscribed to and executed the foregoing Unanimous Consent of Directors constitute all of the directors of The Financial Group, Inc. as of November 4, 1999, the date on which said Consent was executed.

IN WITNESS WHEREOF, I, Patricia M. Monjure, Secretary of The Financial Group, Inc., have hereunto affixed by signature and the seal of the Corporation, at Metairie, Louisiana, this 4th day of November, 1999.



PATRICIA M. MONJURE