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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

SUBJECT: Family Financial Life Insurance Company 600002340086-8  
(Name of corporation - must include suffix) -11/06/97-01056-004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Frank C. Kraus, Jr.  
(Name of Person)  
Family Financial Life Insurance Company  
(Firm/Company)  
Mailing Address: P.O. Box 19685  
Street Address: 2555 Severn Avenue  
(Address)  
Mailing Address: New Orleans, LA 70179-0685  
Street Address: Metairie, LA 70002-5938  
(City, State and Zip Code)

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97 NOV -6 PM 1:44

Should you need to call someone concerning this matter, please call:

Frank C. Kraus, Jr. at ( 504 ) 456 - 0101  
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:  
Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:  
Qualification/Tax Lien Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:

1. Family Financial Life Insurance Company

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Indiana

(State or country under the law of which it is incorporated)

3. 72-0394135

(FEI number, if applicable)

4. February 06, 1948

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

None. Intending to transact business as soon as all required approvals

6. to sell insurance are received.

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. P.O. Box 19685

New Orleans, Louisiana 70179-0685

(Current mailing address)

8. Life and Health Insurance Company

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Insurance Commissioner

Office Address: Capitol

Tallahassee

, Florida, 32399-0300

(Zip Code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Insurance Commissioner

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

SEE ATTACHED LIST

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Frank C. Kraus, Jr.  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Frank C. Kraus, Jr.  
(Typed or printed name and capacity of person signing application)

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97 NOV -6 PM 1:44

**FAMILY FINANCIAL LIFE INSURANCE COMPANY**  
**FEIN #72-0394135**

Chairman and Director	John K. Keach, Sr. 501 Washington Street Columbus, Indiana 47202
Vice Chairman & Director	Harry J. Bailey 2118 Bundy Avenue New Castle, Indiana 47362
President & Director	John K. Keach, Sr. 501 Washington Street Columbus, Indiana 47202
Vice President & Director	W. Barry Adams 107 North Chesterfield Street Aiken, South Carolina 29801
Vice President & Director	R. Donn Roberts 110 East Charles Street Muncie, Indiana 47305
Secretary	Jack P. Panno 2555 Severn Avenue Metairie, Louisiana 70002-5938
Treasurer and Director	Donald P. Weinzapfel 101 South East Third Street Evansville, Indiana 47708
Asst. Secretary-Treasurer	Frank C. Kraus, Jr. 2555 Severn Avenue Metairie, Louisiana 70002-5938

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97 NOV -6 PM 1:44

STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

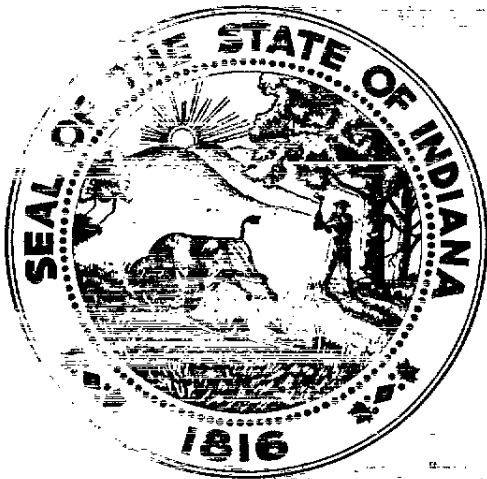
I further certify that records of this office disclose that

FAMILY FINANCIAL LIFE INSURANCE COMPANY

filed Articles of Incorporation on December 02, 1996, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

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97 NOV -6 PM 1:44



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Twenty-third day of July, 1997.

*Sue Anne Gilroy*  
SUE ANNE GILROY, Secretary of State

*[Signature]*  
Deputy