

AMERICAN MERCHANTS LIFE INSURANCE COMPANY

P.O. Box 449 ■ Jacksonville, Florida 32201 ■ Telephone (904) 358-8441 ■ Fax (904) 358-2288

F98000000911

January 14, 1998

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300002410043--7
-01/23/98--01033--005
*****70.00 *****70.00

W98-1774

RE: Application by Foreign Corporation for Authorization to Transact Business in Florida (the "Application")

Dear Sir:

Please find enclosed the above-referenced Application, which is being submitted on behalf of American Merchants Life Insurance Company ("American Merchants") for authorization to transact business in Florida. American Merchants was a Florida-domiciled life insurance company until October 1997, at which time it was re-domesticated to the State of Illinois.

Also enclosed is a check made payable to the Florida Department of State in the amount of \$70.00 in payment of the filing fee for this Application.

As you will see, the Florida Commissioner of Insurance (the "Commissioner") has served as the Registered Agent for Service of Process for American Merchants in the State of Florida and, therefore, Section 10 has been left blank. If the Commissioner is no longer able to serve in this capacity going forward, as American Merchants is no longer a Florida domestic, please let me know.

Thank you for your attention to this matter.

Very truly yours,

Margaret R. Gibbs

Margaret R. Gibbs
Corporate Counsel

FILED
98 FEB 16 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRG/phr

Enclosures

28 Pages

LF

cc: Patricia Driscoll Harrigan, Second Vice President and Assistant General Counsel
Life Reassurance Corporation of America

14:43

Notes

02/16/98

AMERICAN MERCHANTS LIFE INSURANCE COMPANY, #847230, REDOMESTICATED TO
THE STATE OF FLORIDA AS A FLORIDA CORPORATION UNDER THE NAME OF AMERIC
AN MERCHANTS LIFE INSURANCE COMPANY, P93000030332, ON APRIL 26, 1993.
THE REDOMESTICATION OF A FOREIGN INSURANCE COMPANY TO FLORIDA SHALL B
E DEEMED TO BE A MERGER.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 26, 1998

PATRICIA D. HARRIGAN
AMERICAN MERCHANTS LIFE INSURANCE COMPAN
969 HIGH RIDGE RD.
STAMFORD, CT 06905

SUBJECT: AMERICAN MERCHANTS LIFE INSURANCE COMPANY
Ref. Number: W98000001774

We have received your document for AMERICAN MERCHANTS LIFE INSURANCE COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The information in your letter of January 4, 1998, does not match up with our records. We still have an active Florida corporation by the name AMERICAN MERCHANTS LIFE INSURANCE COMPANY. Also, according to your letter, if the Florida company re-domesticated to the state of Illinois, the "Illinois" company would not have transacted any business in Florida yet. Please check your answer to line six of the application.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the

DOCUMENT SPECIALIST indicated.

If you have any questions concerning the filing of your document, please call
(850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 098A00004264



Patricia Driscoll Harrigan
Second Vice President and
Assistant General Counsel
(203) 321-3119

February 11, 1998

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

Attn: Jennifer Sindt
Document Examiner

Re: **Application by Foreign Corporation for Qualification to
Transact Business in Florida for American Merchants Life
Insurance Company**

Dear Ms. Sindt:

Reference is made to your letter to the undersigned dated January 26, 1998 regarding the above-captioned matter. As you may recall, we discussed the matter on February 11, 1998, at which time you transferred me to Louise Jackson for further assistance. At Ms. Jackson's instructions, I am enclosing the following documents which should be deemed to accompany the previously-filed Application by Foreign Corporation for Qualification to Transact Business in Florida, which was filed on behalf of American Merchants Life Insurance Company (the "Company"):

1. Letter from the Florida Insurance Department setting forth the requirements for the Company to redomesticate from the State of Florida to the State of Illinois.
2. Letter on behalf of the Company to the Florida Insurance Department responding to the letter described in paragraph numbered 1 above.
3. A certified copy of the Company's recently-adopted Articles of Reorganization (the Company accomplished the redomestication by amendment to its articles of reorganization and not by merger).
4. A certified copy of the Consent Order issued by the Florida Insurance Department in connection with the redomestication.
5. A certified copy of an Illinois Certificate of Authority evidencing the fact that the Company is now an Illinois-domiciled company.

LIFE REASSURANCE CORPORATION OF AMERICA
969 High Ridge Road • P.O. Box 10060 • Stamford, Connecticut 06904-2060
Phone: (203) 321-3000 FAX: (203) 968-0920



To: Florida Department of State
Page 2
February 11, 1998

Please also be advised that we included the \$70 required filing fee with our submission to you on January 26, 1998. Lastly, we are enclosing a revised page 1 to the Application in which we have included the Company's FEIN number, and we have indicated that the date the Company first transacted business in Florida (as a foreign corporation) was December 18, 1997 (the effective date of the Company's redomestication as an Illinois company).

We respectfully request that the revised page 1 to the Application be substituted for the page 1 originally submitted to you on January 26, 1998, and that the Application be processed.

If you have any questions or comments concerning this filing, please do not hesitate to call me at 800/292-2726 x3119 or 203/321-3119.

Very truly yours,

A handwritten signature in cursive script, reading "Patricia Driscoll Harrigan".

Patricia Driscoll Harrigan

Enclosures

cc: Ms. Louise Jackson
Florida Department of State

Mr. Paul Johns
Florida Department of Insurance



THE TREASURER OF THE STATE OF FLORIDA
DEPARTMENT OF INSURANCE

BILL NELSON

August 12, 1997

Nancy M. Burke
Katz, Kutter, Haigler, Alderman, Marks, Bryant & Yon
P. O. Box 1877
Tallahassee, Florida 32302-1877

Re: Proposed Indirect Acquisition of Controlling Interest of American Merchants Life Insurance Company, a Florida Domestic Insurer, By Life Re Corporation;
Redomestication of American Merchants Life Insurance Company From the State of Florida to the State of Illinois

Dear Ms. Burke:

This letter is in response to your correspondence dated August 4, 1997 in which the above referenced acquisition was amended to include a request for permission to redomesticate American Merchants Life Insurance Company(American Merchants) from Florida to Illinois pursuant to Section 628.525, Florida Statutes(F.S.).

To support and document the revisions to Sections II-1 and II-3 of the application filed with the Department, the following additional information should be submitted:

1. The Amended and Restated Articles of Incorporation(triplicate originals) for American Merchants pursuant to Sections 628.091 and 628.101, Florida Statutes. A \$5.00 filing fee is required.
2. Certified copy of the Resolution of the Board of Directors of American Merchants wherein the redomestication was approved.
3. Certified copy of the minutes wherein stockholder approval of the redomestication was granted.

TREASURER • INSURANCE COMMISSIONER • FIRE MARSHAL

PAUL D. JOHNS • EXAMINER • LIFE & HEALTH INSURER SOLVENCY & MARKET CONDUCT
200 EAST GAINES STREET • TALLAHASSEE, FLORIDA 32399-0327 • VOICE: (850)922-3153 EXT. 5076 • TELECOPIER (850)488-7061
E-MAIL: JOHNSP@DOI.STATE.FL.US

Ms. Nancy M. Burke

August 12, 1997

Page 2

4. Copy of the application filed with the Florida Secretary of State requesting authority to transact business in Florida as a foreign corporation. The Florida Secretary of State's address and phone number is as follows:

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Phone #: 850-488-9000

5. A copy of the Application for a Certificate of Authority as a domestic insurer in the State of Illinois.

6. A Certificate of Good Standing from the Florida Secretary of State subsequent to the proposed redomestication.

In addition, item B of your letter indicates that the Escrow Agreement, as filed with the Department, will be modified. Provide the Department with the revised Agreement.

In closing, the Department's letter dated July 29, 1997 requests information required by Section 628.461, F. S. as outlined by items numbered 8 and 9 within the letter. To date, we have not received the requested information.

In responding to the above listed information, please include any and all additional information, documentation and explanations which are relevant to the matter involved in order to enable the Department to fully understand all material facts and make a determination as to whether all requirements have been satisfied.

If your response does not include all information necessary for the Department to determine that the applicant satisfies the requirements referenced above, an evidentiary hearing may be necessary in order for the Department to obtain such information.

Please respond to this request in writing and provide the additional requested information no later than August 25, 1997. If the response and the additional requested information is not received timely by this date, the application may be denied.

It will expedite this filing and allow proper recording of the receipt of the requested documents by sending them directly to the attention of:

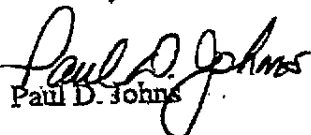
Ms. Nancy M. Burke
August 12, 1997
Page 3

Joan Hendrix, Applications Coordinator
Division of Insurer Services
Application Coordination Section
Room 319.7 Larson Building
Tallahassee, Florida 32399-0300.

No further consideration will be given to your application until this information is received.

If you have questions regarding this application, please contact the undersigned at the number listed at the bottom of page 1 or Joan Hendrix at (850) 922-3156, extension 2570.

Sincerely,


Paul D. Johns

cc: W. Weldon Wilson (VIA Certified Mail)
Michelle L. Newell
Robert Norris
John C. Woods
Joan Hendrix



August 22, 1997

VIA MESSENGER

Ms. Joan Hendrix
Florida Department of Insurance
Division of Insurer Services
Application Coordination Section
Room 319.7 Larson Building
200 East Gaines Street
Tallahassee, FL 32399-0327

Re: Redomestication of American Merchants Life Insurance Company
from the State of Florida to the State of Illinois

Dear Ms. Hendrix:

Pursuant to a letter of August 12, 1997 from Mr. Paul D. Johns of your office addressed to Nancy M. Burke, Katz, Kutter, Haigler, Alderman, Marks, Bryant & Yon, regarding, in part, the above-referenced issue, we are submitting the form of the following documents to be adopted by the Board of Directors and stockholders of American Merchants Life Insurance Company (the "Company") immediately after the closing of the acquisition (the "Acquisition") of 79% of the stock of the Company's parent company, AML Acquisition Company.

1. The form of the Articles of Reorganization (the "Articles").
2. The form of the Company's By-Laws.
3. The form of the resolutions (the "Resolutions") approving the redomestication from the State of Florida to the State of Illinois.

We have also enclosed, or wish to advise you of the status of, certain other items requested in Mr. Johns' August 12 letter, as follows:

LIFE RE CORPORATION

969 High Ridge Road • Stamford, Connecticut 06905
Phone: (203) 321-3000 FAX: (203) 968-0920



Ms. Joan Hendrix
August 22, 1997
Page 2

1. In lieu of your request for a copy of the Application for a Certificate of Authority as a domestic insurer in the State of Illinois, a copy of our proposed letter to the Illinois Department of Insurance (the "Illinois Department") wherein the Company will file the documents required by the Illinois Department in order for it to approve the redomestication. We confirmed with the Illinois Department that the Illinois Department does not require a formal application but rather considers a company's filing letter, such as the letter enclosed, as the company's application.
2. Regarding your request for a copy of the application filed with the Florida Secretary of State requesting authority to transact business in Florida as a foreign corporation, we enclose a copy of the form of such document with the information we currently are able to provide. We intend to file a complete application as soon as the redomestication is approved by the Illinois Department.
3. Regarding your request for a Certificate of Good Standing from the Florida Secretary of State subsequent to the proposed redomestication, we intend to obtain and file same with the Florida Department of Insurance (the "Florida Department") as soon as the redomestication is approved by both the Illinois Department and the Florida Department.

The Illinois Department requires evidence that the state from which a company redomesticates is satisfied that the redomesticating company has complied with all laws and requirements of the domiciliary state with reference to the proposed reorganization and the protection of policyholders in order to approve the redomestication. Therefore, the Company respectfully requests that the Florida Department approve the redomestication effective immediately after the Acquisition and provide a statement to that effect to the Illinois Department.

We look forward to hearing from you at your earliest convenience. If you have any questions or concerns, please call me



Ms. Joan Hendrix
August 22, 1997
Page 3

at (800) 292-2726 or (203) 321-3119.

Very truly yours,

Patricia Driscoll Harrigan
Patricia Driscoll Harrigan

Enclosures

cc: P. Johns
M. Gibbs
J. Byers
N. Burke

f:\wp\legal\reassam\redomltr.fl

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

SILVIA MORELL ALDERMAN
JOHN M. ARIALE
ALAN HARRISON BRENTS
DANIEL C. BROWN
BILL L. BRYANT, JR.
NANCY M. BURKE
JONATHAN B. BUTLER
RICHARD E. COATES
BERT L. COMBS
J. RILEY DAVIS
JOSE A. DIEZ-ARGUELLES
MARTIN R. DIX
KENNETH W. DONNELLY
PAUL R. EZATOFF
WILLIAM M. FURLOW
MITCHELL B. HAIGLER
DAVID P. HEALY
MARK E. KAPLAN
ALLAN J. KATZ
BRIAN C. KERI
EDWARD L. KUTTER
RICHARD P. LEE
RICHARD B. LORD
JOHN C. LOVETT
CHRISTOPHER B. LUNNY

POST OFFICE BOX 1877 32302-1877
HIGHPOINT CENTER
106 EAST COLLEGE AVENUE, 12TH FLOOR
TALLAHASSEE, FLORIDA 32301
TELEPHONE (850) 224-9634
TELECOPIER (850) 222-0103
TELECOPIER (850) 224-0751

SUNTRUST CENTER
SUITE 1428
200 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-8450
TELECOPIER (407) 843-0550

E-mail: bruce@katzlaw.com
REPLY TO: TALLAHASSEE

ELIZABETH W. HEARTHUR
TRAVIS L. MILLER
BRUCE D. PLATT
JOHN RADLEY
GARY P. TIMIN
J. LARRY WILLIAMS
DAVID A. YON
PAUL A. ZEIGLER

OF COUNSEL:
GORDON D. CHERR
MICHAEL E. INGRAM
EDWARD S. JAFFRY
PATRICK F. MARONEY

GOVERNMENTAL CONSULTANTS:
LESLIE T. DUGHY
PAT GRIFFITH O'CONNELL
E. CLINT SHAWLEY
GERALD C. WESTER
(NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:
J. ANDREW KELLER, III, C.F.A.

October 17, 1997

RECEIVED

OCT 17 1997

Via Messenger
Joan E. Hendrix
Applications Coordinator
Division of Insurer Services
Larson Building
Tallahassee, Florida 32399-0300

DEPT. OF INSURANCE
LARSON RECEPTIONIST

Re: Redomestication of American Merchants Life Insurance Company to Illinois

Dear Ms. Hendrix:

As you may be aware, the Florida Department of Insurance recently approved Life Re Corporation's indirect acquisition of a controlling interest of American Merchants Life Insurance Company, a Florida domestic insurer. In conjunction with that application, American Merchants Life Insurance Company has applied to redomesticate to the State of Illinois. Pursuant to the redomestication application, and per communications with Paul Johns, enclosed please find the following documents:

- (1) Four executed copies of the Articles of Reorganization,
- (2) Four executed copies of the Secretary's Certificate certifying the resolutions adopted by the sole shareholder of American Merchants Life Insurance Company, and
- (3) Four copies of the Amended and Restated Bylaws of American Merchants Life Insurance Company

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON, P. A.

Joan E. Hendrix
October 17, 1997
Page 2

Please do not hesitate to call me if I can provide you with any additional material or information.

Sincerely,


Bruce D. Platt

BDP/tjj
Enc.

cc (w/o enc): Patricia D. Harrigan, Esq.
Betty Bohanek
J. Dix Druce
John R. Byers, Esq.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. AMERICAN MERCHANTS 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. ILLINOIS 3. 41-1372113
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1980 STATE OF MINNESOTA 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. December 18, 1997 (effective date of redomestication)
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 301 WEST BAY STREET, SUITE 2810, 28th FLOOR
JACKSONVILLE, FLORIDA 32202
(Current mailing address)

8. CONDUCTING THE BUSINESS OF LIFE AND HEALTH INSURANCE AND REINSURANCE
(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: THE FLORIDA INSURANCE COMMISSIONER

Office Address: THE CAPITOL

TALLAHASSEE, Florida, 32301
(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.

(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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98 FEB 16 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Rodney A. Hawes, Jr.

Address: 969 High Ridge Road, Stamford, CT 06905

Vice Chairman: Douglas M. Schair

Address: 969 High Ridge Road, Stamford, CT 06905

Director: Jacques E. Dubois

Address: 969 High Ridge Road, Stamford, CT 06905

Director: Robert L. Beisenherz

Address: 969 High Ridge Road, Stamford, CT 06905

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

President: J. Dix Druce, Jr.

Address: 969 High Ridge Road, Stamford, CT 06905

Vice President: Robert L. Beisenherz

Address: 969 High Ridge Road, Stamford, CT 06905

Vice President, General Counsel and Secretary: W. Weldon Wilson

Address: 969 High Ridge Road, Stamford, CT 06905

Vice President and Chief Financial Officer

~~Director~~: Chris C. Stroup

Address: 969 High Ridge Road, Stamford, CT 06905

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

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

14. W. Weldon Wilson, Vice President, General Counsel and Secretary
(Typed or printed name and capacity of person signing application)

ADDENDUM

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)

Director

~~Chairman~~: J. Dix Druce, Jr.

Address: 969 High Ridge Road, Stamford, CT 06905

Director

~~Vice Chairman~~: William B. Moore

Address: 969 High Ridge Road, Stamford, CT 06905

Director: Brent A. Hathaway

Address: 969 High Ridge Road, Stamford, CT 06905

Director: Gary K. Reynolds

Address: 969 High Ridge Road, Stamford, CT 06905

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

Chairman of the Board

~~President~~: Rodney A. Hawes, Jr.

Address: 969 High Ridge Road, Stamford, CT 06905

Vice Chairman and Chief Investment Officer

~~Vice President~~: Douglas M. Schair

Address: 969 High Ridge Road, Stamford, CT 06905

Chief Executive Officer

~~Secretary~~: Jacques E. Dubois

Address: 969 High Ridge Road, Stamford, CT 06905

Vice President/Assistant Secretary

~~Treasurer~~: C.L. Cooksey

Address: 969 High Ridge Road, Stamford, CT 06905

Vice President and Chief Operating Officer

John W. DuBose

969 High Ridge Road, Stamford, CT 06905

Assistant Secretary

Thomas J. Brunnegraff

969 High Ridge Road, Stamford, CT 06905

Assistant Secretary

Patricia D. Harrigan

969 High Ridge Road, Stamford, CT 06905

ADDENDUM

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: Chris C. Stroup

Address: 969 High Ridge Road, Stamford, CT 06905

Director: _____

Address: _____

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

Assistant Secretary Alan D. Head

~~President~~: _____

Address: 969 High Ridge Road, Stamford, CT 06905

Assistant Secretary _____

~~Vice President~~: Donna M. McCabe

Address: 969 High Ridge Road, Stamford, CT 06905

Assistant _____

Secretary: Bruce I. Weiser

Address: 969 High Ridge Road, Stamford, CT 06905

Treasurer: _____

Address: _____

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE



WHEREAS, the AMERICAN MERCHANTS LIFE INSURANCE COMPANY

located at JACKSONVILLE in the State of Illinois was incorporated pursuant to the provisions of the "Illinois Insurance Code" applicable to said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do hereby certify that the said Company is authorized to transact its appropriate business as set forth under Clause(s) (a) Life and (b) Accident & Health of Class 1

of Section 4 of the "Illinois Insurance Code" in this State, in accordance with the laws thereof.



IN TESTIMONY WHEREOF, I

hereto set my hand and cause to be affixed the Seal of my office. Done at the City of Springfield, this 7th day of JANUARY, A.D., 1998

Mark Boozell
MARK BOOZELL, Director of Insurance

By: OK



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE

FILED
98 FEB 16 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

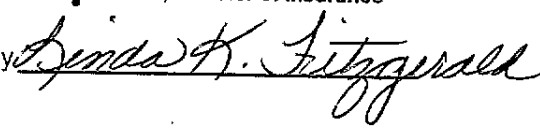


I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: JAN 07 1998


Mark Bodzell, Director of Insurance

By 

ARTICLES OF REORGANIZATION

ARTICLE I

The name of the company shall be "American Merchants Life Insurance Company."

ARTICLE II

The principal office shall be located in Morgan County, State of Illinois.

ARTICLE III

The duration of the company shall be perpetual.

ARTICLE IV

The objects and powers of this company shall be:

1. To insure the lives of persons and every insurance appertaining thereto or connected therewith and to grant, purchase or dispose of annuities. To issue 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, as provided in Class 1(a) of Section 4 of Article I of the "Illinois Insurance Code."

2. To insure against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto, as provided in Class 1(b) of Section 4 of Article I of the "Illinois Insurance Code".

3. The powers enumerated in Subsection (1)(b) through Subsection(1)(e) of Section 441 of Article XXVIII of the "Illinois Insurance Code."

ARTICLE V

The corporate powers shall be exercised by, and the business and affairs of the company shall be under the control of, a Board of Directors composed of not less than three nor more than twenty-one natural persons. The number of directors to be elected from time to time shall be as provided in the bylaws, subject however, to the minimum and maximum numbers set forth above. The initial Board of Directors shall be elected at the first meeting of the shareholders, and all directors shall be elected annually thereafter.

In all elections for directors, every shareholder shall have the right to vote in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate his shares, and give one candidate as many votes as the number of directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and directors shall not be elected in any other manner.

ARTICLE VI

The amount of the authorized capital of the company shall be TWO MILLION FIVE HUNDRED THOUSAND DOLLARS(\$2,500,000); the aggregate number of common shares which the company shall have the authority to issue shall be TWENTY FIVE THOUSAND (25,000); the par value of each common share shall be ONE HUNDRED DOLLARS(\$100.00); and the number of common shares issued is TWENTY FIVE THOUSAND (25,000) shares.

ARTICLE VII

The company shall be bound by all the terms and provisions of the Illinois Insurance Code applicable to Illinois domiciled life insurance companies organized or incorporated thereunder.

ARTICLE VIII

The company was originally incorporated in 1980 under the laws of the State of Minnesota. In 1993, the Company was redomesticated to the State of Florida and, in that connection, was organized under Chapter 607 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, we have set our hands and the corporate seal in duplicate this 16th day of October 1997.

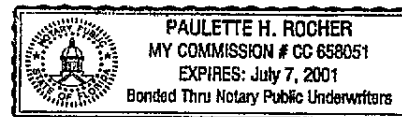
J. M.
President

C. L. Cooksey
Secretary

STATE OF Florida)
COUNTY OF DUVAL) ss.

On the 16th day of OCTOBER, 1997, before me appeared J. Dix Druce, Jr. and C. L. Cooksey, to me known, who, being by me first duly sworn, did depose and say that they executed the above and foregoing instrument as their free and voluntary act.

Paulette H. Rocher
Notary Public



Approved <u>12/18/97</u>
Date
State of <u>Florida</u>
Department of <u>Insurance</u>
<u>[Signature]</u>
Notary Public
<u>[Signature]</u>

State of Florida



DEPARTMENT OF INSURANCE AND TREASURER

Tallahassee, Florida
January 12, 1998

I, the undersigned, Insurance Commissioner of the State of Florida, do hereby certify that
*the annexed copy of the Consent Order (Case No.: 20772-97-C)
of Redomestication for*

AMERICAN MERCHANTS LIFE INSURANCE COMPANY
Jacksonville, Florida

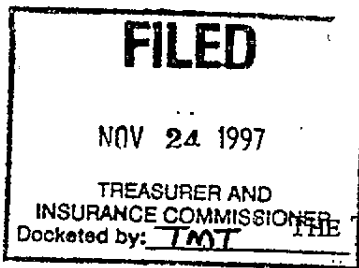
*has been compared with the original on file in this department
and that it is a correct transcript there-from and of the whole
of said original.*

SEAL

IN TESTIMONY WHEREOF, I hereto
subscribe my name, and affix the Seal of
my Office, at Tallahassee, the day and year
first above written.

A handwritten signature in cursive script that reads "Bill Nelson".

Insurance Commissioner and Treasurer



LIFE REASSURANCE CORP.
OF AMERICA
NOV 11 1997

TREASURER OF THE STATE OF FLORIDA
DEPARTMENT OF INSURANCE

BILL NELSON

IN THE MATTER OF:

An Application for Order of
Redomestication of AMERICAN
MERCHANTS LIFE INSURANCE COMPANY

CASE NO.: 20772-97-C

CONSENT ORDER OF REDOMESTICATION PURSUANT
TO SECTIONS 628.525 AND 628.530, FLORIDA STATUTES

THIS CAUSE came to be considered upon an August 4, 1997 filing by AMERICAN MERCHANTS LIFE INSURANCE COMPANY (hereinafter referred to as "AMERICAN MERCHANTS"), a Florida insurer authorized by the DEPARTMENT OF INSURANCE (hereinafter referred to as the "DEPARTMENT") to transact life insurance, group life insurance and annuities, and accident and health insurance. In said filing, AMERICAN MERCHANTS requests to redomesticate to Illinois, pursuant to Sections 628.525 and 628.530, Florida Statutes. After a complete review of the entire record, and upon consideration thereof and being otherwise fully advised in the premises, the Treasurer and Insurance Commissioner, as head of the DEPARTMENT, finds as follows:

1. The Treasurer and Insurance Commissioner, as head of the Department of Insurance, has jurisdiction over the subject matter and of the parties herein.

2. AMERICAN MERCHANTS is subject to regulation by the DEPARTMENT, pursuant to Chapters 624, 625 and 628, Florida Statutes.

3. **AMERICAN MERCHANTS** represents that 300 East State Street, Jacksonville, Illinois, 62650-2030, is its principal place of business in the State of Illinois.

4. **AMERICAN MERCHANTS** shall obtain any approval of the redomestication which may be required by the State of Illinois under its laws.

5. **AMERICAN MERCHANTS** expressly waives a hearing in this matter, the makings of Findings of Fact and Conclusions of Law by the **DEPARTMENT**, and all other and further proceedings herein to which the parties may be entitled by law or by rules of the **DEPARTMENT**.

6. **AMERICAN MERCHANTS** represents that the documents and explanations provided to the **DEPARTMENT** relating to **AMERICAN MERCHANTS'** redomestication fully describe all material agreements, relationships, and transactions pertinent to **AMERICAN MERCHANTS'** redomestication to the State of Illinois and **AMERICAN MERCHANTS** further affirms that the above representations are material to the issuance of this Consent Order.

7. **AMERICAN MERCHANTS** hereby knowingly and voluntarily waives all rights of any kind to challenge or to contest this Consent Order, in any forum now or in the future available to it, including the right to any administrative proceeding, Circuit or Federal Court action, or any appeal.

8. Each party to this action shall bear its own costs and fees.

IT IS THEREFORE ORDERED:

9. (a) Subject to the foregoing terms and conditions, the

Treasurer and Insurance Commissioner hereby approves **AMERICAN MERCHANTS'** requested redomestication.

(b) Approval of this redomestication does not alter or vacate any existing Consent Orders which have been entered into by the **DEPARTMENT** and **AMERICAN MERCHANTS**.

(c) This document is effective immediately upon execution by **AMERICAN MERCHANTS** and the **DEPARTMENT**. Execution of this document by facsimile transmission shall be of full force and effect, and **AMERICAN MERCHANTS** shall return an original signature to the **DEPARTMENT** within three (3) days of the date this Consent Order is executed.

WHEREFORE, subject to the foregoing terms and conditions, **AMERICAN MERCHANTS'** requested redomestication is **APPROVED**, subject to the requisite approval of the State of Illinois, and **FURTHER**, all terms and conditions contained herein are hereby **ORDERED**.

DONE and ORDERED at Tallahassee, Florida, this 24th day of November, 1997.


PETE MITCHELL
Chief Of Staff

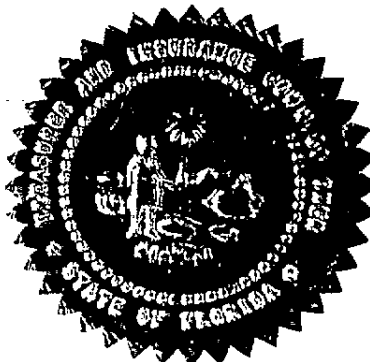
By execution hereof, **AMERICAN MERCHANTS LIFE INSURANCE COMPANY**, consents to entry of this Consent Order, agrees without reservation to all of the above terms and conditions and shall be bound by all provisions herein. The directors and officers of **AMERICAN MERCHANTS LIFE INSURANCE COMPANY**, have authorized me to execute this Consent Order on behalf of **AMERICAN MERCHANTS LIFE INSURANCE COMPANY**.

By: 

DATE November 13, 1997

Position: Executive Vice President

Corporate Seal



COPIES FURNISHED TO:

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