

F 980000001456
FINANCIAL
* BENEFIT LIFE
* INSURANCE
COMPANY

Administrative Office: Post Office Box 3502, Topeka, Kansas 66601-3502 • (800) 332-7732 • Fax (913) 295-4495
Home Office: 7251 West Palmetto Park Road, Boca Raton, Florida 33433

February 24, 1998

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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*****35.00 *****35.00

W 98-4343

Re: Redomestication of Financial Benefit Life Insurance Company

Dear Sir or Madam:

Financial Benefit Life Insurance Company, Inc., previously a Florida corporation, has recently domesticated to Kansas. As such, we submit the enclosed materials to register as a foreign profit corporation. Please find enclosed the following materials submitted for your approval:

→ 619742
no conflict;
no penalty

- ◆ A certified copy of the Consent Order Of Redomestication from the Florida Department of Insurance
- ◆ An original certified Certificate Of Authority from the Kansas Insurance Department
- ◆ A completed Foreign Qualification Application
- ◆ A filing fee of \$35.00

If you should have any questions or concerns, feel free to contact the undersigned at (800) 255-2405, ext. 348. Thank you.

Sincerely,

Chris S. Conroy

Chris S. Conroy
Law Clerk

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 PM 1:28

WR
3/13

Enclosures

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Financial Benefit Life Insurance Company
(Name of corporation - must include suffix)

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:

Eric C. Andrews, Esq.

(Name of Person)

Polsinelli, White, Vardeman & Shalton, P.C.

(Firm/Company)

700 W. 47th Street, Suite 1000

(Address)

Kansas City, MO 64118

(City/State/Zip)

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

Eric Andrews

(Name of Person)

at (816) 753-1000

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 26, 1998

CHRIS S. CONROY, LAW CLERK
FINANCIAL BENEFIT LIFE INSURANCE COMPANY
PO BOX 3502
TOPEKA, KS 66601-3502

SUBJECT: FINANCIAL BENEFIT LIFE INSURANCE COMPANY
Ref. Number: W98000004343

*called 3/10 - sending
"cus" from Insurance
Dept.,
as they certify in
KS (not Secty
of state)*

We have received your document for FINANCIAL BENEFIT LIFE INSURANCE COMPANY and your check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following:

Thank you for your letter making clear the link between this corporation and the previous Florida one.

We are returning the two pieces of certification enclosed because neither one is the same as what we require. The certificate we must have is not a copy of any document that has been filed; rather it is a certificate issued by your Secretary of State (of Kansas), showing that the corporation has been filed there and is currently active on their records. It may be called a "Certificate of Good Standing."

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 898A00010939

**FINANCIAL
* BENEFIT LIFE
INSURANCE
COMPANY**

Administrative Office: Post Office Box 3502, Topeka, Kansas 66601-3502 • (800) 332-7732 • Fax (913) 295-4495
Home Office: 7251 West Palmetto Park Road, Boca Raton, Florida 33433

March 10, 1998

Qualification/Tax Lien Section
Division of Corporations
Attn: Lee Rivers
409 E. Gaines St.
Tallahassee, FL 32399

**Re: Redomestication of Financial Benefit Life Insurance Company-
Submission of Certificate of Compliance
Your Ref. #: W98000004343**

Dear Mr. Rivers:

Pursuant to our phone conversation today, I submit the enclosed Certificate of Compliance from the Kansas Insurance Department to complete our registration as a foreign profit corporation. As I indicated in our conversation today, insurance companies in Kansas are governed and regulated solely through the Kansas Insurance Department. Although the Kansas Insurance Department does not issue Certificates of Good Standing, Certificates of Compliance are available to companies which are currently active and in good standing in the state of Kansas. As such, I have enclosed a Certificate of Compliance for Financial Benefit Life.

If you should have any questions or concerns, feel free to contact the undersigned at (800) 255-2405, ext. 348. Thank you.

Sincerely,



Chris S. Conroy
Law Clerk

Enclosure

**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. Financial Benefit 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. Kansas 3. 2-2434543
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 21, 1983 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 21, 1983
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 555 South Kansas Avenue, P.O. Box 3502, Topeka, KS 66601-3502
(Current mailing address)
8. To transact general life, health, accident, disability & annuity insurance.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: Commissioner of Insurance
- Office Address: 200 E. Gaines St.
Tallahassee, Florida, 32399-0327
(Zip code)

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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.

N/A

(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.

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: (See Attached) _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: (See Attached) _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

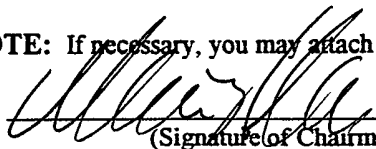
Address: _____

Treasurer: _____

Address: _____

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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. Michael H. Miller, Executive Vice President, Secretary & General Counsel
(Typed or printed name and capacity of person signing application)

ATTACHMENT

DIRECTORS & OFFICERS
OF
FINANCIAL BENEFIT LIFE INSURANCE COMPANY

A. DIRECTORS:

Chairman: Roger K. Brooks
Financial Benefit Life Insurance Company
699 Walnut Street
Des Moines, IA 50309

Mark V. Heitz
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Allen Atha, III
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Thomas M. Fogt
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Thomas C. Godlasky
Financial Benefit Life Insurance Company
699 Walnut Street
Des Moines, IA 50309

Michael H. Miller
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Michael E. Sproule
Financial Benefit Life Insurance Company
699 Walnut Street
Des Moines, IA 50309

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Jack H. Brier
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

John B. Dicus
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Bob C. Speake
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

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B. OFFICERS:

Chief Executive Officer:

Mark V. Heitz
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

President: Donna J. Rubertone
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Executive Vice President & Chief Marketing Officer:

Allen Atha, III
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Executive Vice President, General Counsel & Secretary:

Michael H. Miller
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Executive Vice President & Chief Financial Officer:

Thomas M. Fogt
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Executive Vice President & Chief Investment Officer:

Thomas C. Godlasky
Financial Benefit Life Insurance Company
699 Walnut Street
Des Moines, IA 50309

Senior Vice President, Investments:

Timothy S. Reimer
Financial Benefit Life Insurance Company
699 Walnut Street
Des Moines, IA 50309

Senior Vice President & Chief Actuary:

Larry Bruning
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Senior Vice President & Chief Information Officer:

Craig Selley
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Vice President, Compliance & Internal Audit:

Terry Tiede
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Vice President, Human Resources & Administration:

Clayton Burklund
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

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Vice President, Customer Services:

Virginia Dougan
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Vice President, Controller & Assistant Treasurer:

Dale Brueggeman
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Vice President, Investments:

Peter Birkey
Financial Benefit Life Insurance Company
699 Walnut Street
Des Moines, IA 50309

Assistant Vice President, Information Systems:

Ed Plamann
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Assistant Vice President, Information Systems:

Sandi Blush
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Assistant Vice President, Customer Services:

Rita Mohr
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Treasurer:

Lynn F. Hammes
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

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Assistant Secretary:

Jim Smallenberger
Financial Benefit Life Insurance Company
699 Walnut Street
Des Moines, IA 50309

Assistant Secretary:

Vickie Freel
Financial Benefit Life Insurance Company
555 South Kansas Avenue
Topeka, KS 66603

Assistant Treasurer:

Michael Frazier
Financial Benefit Life Insurance Company
699 Walnut Street
Des Moines, IA 50309

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STATE OF KANSAS

INSURANCE DEPARTMENT

Certificate of Compliance

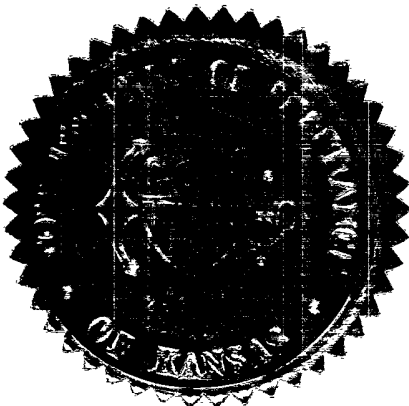
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I, KATHLEEN SEBELIUS, Commissioner of Insurance of Kansas, do hereby certify that the

FINANCIAL BENEFIT LIFE INSURANCE COMPANY

of TOPEKA, KANSAS, has complied with the requirements of the
insurance laws of this state and is authorized to transact business in Kansas until such Certificate of
Authority is suspended, revoked or terminated by the Commissioner of Insurance of Kansas.

IN TESTIMONY WHEREOF, I have hereunto subscribed
my name and affixed my official seal. Done at the City
of Topeka, this 27th day of
FEBRUARY, A.D. 19 98



Commissioner of Insurance.

By

Assistant Commissioner.