

# F980000003433



CONSECO

CONSECO, INC.  
11825 N. Pennsylvania Street  
P.O. Box 1911  
Carmel, Indiana 46032

September 4, 1998

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: MDS Securities Incorporated ("MDS") EIN #22-3120482  
Conseco Financial Services, Inc. ("CFS") EIN #23-1680888

600002634596--1  
-09/09/98-01017-001  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Pursuant to the merger of the two above referenced foreign corporations (both of which are qualified to do business in Florida), and simultaneous name change by the surviving corporation (MDS), I have enclosed an original and one conformed copy of an Application By Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida. A Certificate of Fact evidencing the name change and merger is enclosed. With regard to the discontinuing corporation (CFS), an original and one conformed copy of an Application By Foreign Corporation For Withdrawal of Authority to Transact Business or Conduct Affairs in Florida are enclosed. Since the survivor is taking the name of the non-surviving corporation, please be careful to terminate the Certificate of Authority for Conseco Financial Services, Inc. with the EIN of 23-1680888.

In order to facilitate the filings, I have enclosed a letter signed by an officer of Conseco Financial Services, Inc. consenting to the use of the name by the surviving corporation. A check in the amount of \$70.00 is enclosed to cover the requisite filing fees at \$35.00 per document.

Please date-stamp the enclosed copy of this letter and return it in the self-addressed, stamped envelope provided. Should you have any questions concerning these filings, please do not hesitate to contact the undersigned at 317-817-4028.

Sincerely,

Ruth Parker Sarvadi  
Corporate Paralegal

Enc.

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FILED  
98 SEP -9 PM 4:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name Change  
LTS 9-17-98



CONSECO SERVICES, L.L.C.  
11825 N. Pennsylvania Street  
P.O. Box 1911  
Carmel, Indiana 46032

August 21, 1998

Secretary of State  
Tallahassee, Florida

Re: Conseco Financial Services, Inc.

Dear Sir or Madam:

Please be advised that Conseco Financial Services, Inc., a Pennsylvania corporation qualified to do business in Delaware, hereby consents to the use of the name "Conseco Financial Services, Inc.", by MDS Securities Incorporated.

Very truly yours,

William P. Latimer  
Vice President, Secretary and  
Senior Counsel of Conseco  
Financial Services, Inc.

**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**  
**98 SEP -9 PM 4:46**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

1. MDS Securities Incorporated  
Name of corporation as it appears on the records of the Department of State.
2. Delaware  
Incorporated under laws of
3. June 16, 1998  
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? August 14, 1998
5. Conseco Financial 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.
- N/A  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A  
New Jurisdiction

  
Signature

September 2, 1998  
Date

William P. Latimer  
Typed or printed name

Vice President  
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"CONSECO FINANCIAL SERVICES, INC.", A PENNSYLVANIA CORPORATION,

WITH AND INTO "MDS SECURITIES INCORPORATED" UNDER THE NAME OF "CONSECO FINANCIAL SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF AUGUST, A.D. 1998, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

FILED

98 SEP -9 PM 4:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9272681

08-26-98

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