

Principal®

Financial
Group

P 08856

Principal Life
Insurance Company

Sent Via Certified Mail

August 23, 2001

Department of State
Amendment Section
Division of Corporations
PL-02, The Capitol
P.O. Box 6327
Tallahassee, FL 32399

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-08/29/01--01001--010
*****35.00 *****35.00

RE: Principal Product Network, Inc. 'Name Change' to Preferred Product Network, Inc.

Dear Sir or Madam:

Please find enclosed the following documents:

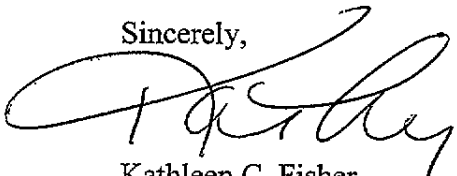
1. The original and one copy of a Profit Corporation, Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida
2. Check Number - TA00005156 in the amount of \$35.00
3. One Certificate of Amendment

Please file the original and return a file-stamped copy to the attention of Kathy Fisher at 711 High Street, S-006-W86, Des Moines, IA 50392.

Should you have any questions or need anything further, please feel free to contact me at 515-235-6079.

Thank you for your assistance in this matter.

Sincerely,



Kathleen C. Fisher
Legal Production Assistant
515.235.6079
515.248.3011 (FAX)
fisher.kathy@principal.com

NC
9-5-DI
BMS

FILED
01 AUG 29 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Principal Product Network, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. January 27, 1986
Incorporated under laws of 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 15, 2001

5. Preferred Product Network, 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

Patricia A. Barry
Signature

Aug. 1, 2001
Date

Patricia A. Barry
Typed or printed name

Assistant Corporate Secretary
Title

FILED
01 AUG 29 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PRINCIPAL PRODUCT NETWORK, INC.", CHANGING ITS NAME FROM "PRINCIPAL PRODUCT NETWORK, INC." TO "PREFERRED PRODUCT NETWORK, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF AUGUST, A.D. 2001, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2068037 8100

AUTHENTICATION: 1299510

010404773

DATE: 08-16-01

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PRINCIPAL PRODUCT NETWORK, INC.**

(Pursuant To Section 242)

Principal Product Network, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable the following Amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the current Paragraph 1 of the Certificate of Incorporation, as amended, be deleted and a new Paragraph 1 be substituted, so that said Paragraph 1 shall be and read as follows:

"The name of the corporation is Preferred Product Network, Inc."

RESOLVED FURTHER, that the amendment to the Certificate of Incorporation of the Company, as amended, shall be effective on filing with the Office of Secretary of State of Delaware;

RESOLVED FURTHER, that this proposed amendment of the Certificate of Incorporation is advisable and should be recommended and presented to the shareholder of the Company for approval at a special meeting of the shareholder; and

RESOLVED FURTHER, that the appropriate officer or officers of the Company are hereby authorized and empowered to execute all necessary documents, make all required filings and to do all other things necessary or desirable to effectuate the intent of this resolution, including but not limited to changing the name of the Company on the records of the various Secretaries of State Offices and with the Insurance Departments with which the Company holds a corporate insurance license.

SECOND: That the shareholder of said corporation, at a meeting duly held, have voted unanimously in favor of said Amendment; and that the shareholder has given unanimous written consent to said Amendment in accordance with the provisions of section 288 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid Amendment was duly adopted in accordance with the applicable provisions of the General Corporation Law of the State of

Delaware, and that the said Amendment is to be effective immediately upon filing.

IN WITNESS WHEREOF, said Principal Product Network, Inc., has caused this certificate to be signed by Patricia A. Barry, its Assistant Corporate Secretary on this 3rd day of August, 2001.

PRINCIPAL PRODUCT NETWORK, INC.

BY: Patricia A. Barry
Patricia A. Barry, Assistant Corporate Secretary