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November 28, 2001

Secretary of State
State of Florida
Division of Corporations
P. O. Box 1500
Tallahassee, FL 32302-1500

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-12/12/01--01045--003
*****43.75 *****43.75

Re: **American Government Employees Benefit Association, Inc.**
FEI No. 59-1518202

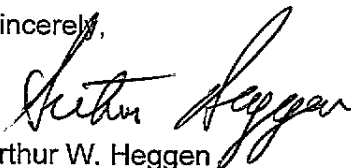
Dear Sir or Madam:

Pursuant to Florida Statutes Section 607.1403, please find enclosed Articles of Dissolution executed on behalf of the above referenced legal entity. Also enclosed is a Certificate of Corporate Resolution as to the resolution passed by American Government Employees Benefit Association's shareholder.

Our check in the amount of \$43.75 is enclosed which represents the \$35 filing fee and \$8.75 for a certified copy of the Articles of Dissolution.

If you have any questions related to this request, please do not hesitate to call me.

Sincerely,


Arthur W. Heggen

FILED
01 DEC 11 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encs.
cc: Gale Zoller (w/o encl.)

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ARTICLES OF DISSOLUTION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1403, Florida Statutes, this Florida profit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is American Government Employees Benefit Association, Inc.

SECOND: The date dissolution was authorized to be effective as of December 31st, 2001.

THIRD: To the best knowledge of the shareholders and Board of Directors, all outstanding liabilities have been satisfied. However, in the event that any outstanding liability should arise, all such liabilities have been assigned and assumed by American Bankers Life Assurance Company of Florida as of November 21st, 2001.

FOURTH: Adoption of Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Signed this 26th day of November, 2001.

Signed by: _____


Arthur W. Heggen
Secretary of the Company

CERTIFICATE OF CORPORATE RESOLUTION

I, **ARTHUR W. HEGGEN**, the duly elected and acting Secretary of American Government Employees Benefit Association, Inc., a Florida corporation (the "Company"), do hereby certify that at a Unanimous Consent in lieu of a Special Meeting of the Shareholders dated on November 21st, 2001, the following resolution was passed:

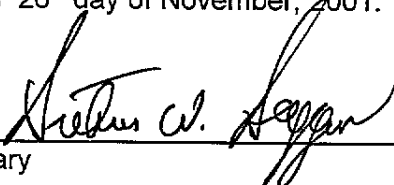
Approval for Dissolution of the Corporation

RESOLVED, that the American Government Employees Benefit Association, Inc., will abandon its corporate authority, surrender its charter, and dissolve effective as of December 31st, 2001; and that Craig Lemasters, the President, Arthur Heggen, the Secretary, Manola Gutierrez, the Treasurer and Deborah Becker, the Vice President, are hereby authorized to file in the office of the Secretary of State of the State of Florida the written consent of the sole stockholder as aforementioned, together with a list of the names and residences of directors and officers of this Corporation, duly certified, to record in the office of the Recorder of the County of Dade the certificate of dissolution to be issued by the Secretary of State of the State of Florida, and to do all other things necessary to carry into the effect the foregoing resolution.

FURTHER RESOLVED, that the Board of Directors of this Corporation are hereby authorized and empowered, without further action by the stockholder of this Corporation, to take any and all action and to do any and all acts and things that may, in the judgment of said Board, be necessary or proper to wind up the affairs of said Corporation.

I FURTHER CERTIFY that the foregoing resolution remains in full force and effect and has not been rescinded, amended or modified in any particular.

IN WITNESS WHEREOF, I have hereunto set my hand as Secretary of the Company and affixed its Corporate Seal at Miami, Florida this 26th day of November, 2001.


Secretary

[CORPORATE SEAL]