



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

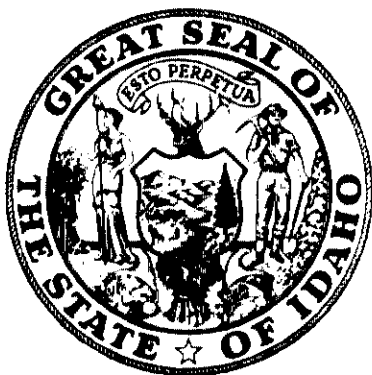
CONTINENTAL LIFE & ACCIDENT COMPANY

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of **CONTINENTAL LIFE & ACCIDENT COMPANY**

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated October 17, 19 85



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk



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STATE OF IDAHO
DEPARTMENT OF INSURANCE
700 W. STATE STREET
BOISE, IDAHO 83720

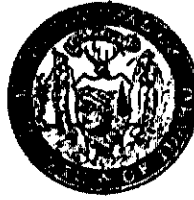
CERTIFICATE OF APPROVAL

The within and foregoing Articles of Amendment to
the Articles of Incorporation
of CONTINENTAL LIFE & ACCIDENT COMPANY
having been submitted to the undersigned pursuant to
Section 41-2826, Idaho Code, and having been
referred to the Attorney General of the State of Idaho,
and the Attorney General and the undersigned having approved
the form and content of said document as conforming to law,
the undersigned does hereby execute the approval of the
office of the Director of Insurance this 16th day of
October, 19 85.

WAYNE L. SOWARD

Director of Insurance
State of Idaho

(SEAL)



STATE OF IDAHO

OFFICE OF THE ATTORNEY GENERAL
BOISE 83720

JIM JONES
ATTORNEY GENERAL

TELEPHONE
(208) 334-2400

October 8, 1985

Wayne L. Soward
Director
Department of Insurance
Statehouse Mail

RE: Articles of Amendment to the
Articles of Incorporation of
Continental Life & Accident Company
Dated October 3, 1985

Dear Director:

We have reviewed the above-referenced document and are of the opinion that the same is in accordance with Title 41, Idaho Code, and not inconsistent with the Constitution of this state.

Very truly yours,

FOR THE ATTORNEY GENERAL

A handwritten signature in black ink, appearing to read "Scott Wolfley".

Scott Wolfley
Deputy Attorney General

Enclosure

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CONTINENTAL LIFE & ACCIDENT COMPANY

RECEIVED
OCT 4 4 41 PM '85
STATE OF IDAHO
DEPT. OF INS.

STATE OF FLORIDA)
COUNTY OF DADE) ss.

RECEIVED
SEC. OF STATE

MILFORD L. MIDDELSTAEDT, JR. and MARK B. WHITING, being
separately sworn each upon oath deposes and says:

That Milford L. Middelstaedt, Jr. is the duly elected qualified and acting Vice President and Mark B. Whiting is the duly elected, qualified and acting Secretary of Continental Life & Accident Company; that on October 2, 1985, pursuant to a call for a meeting of the stockholders of the Continental Life & Accident Company, issued by the Board of Directors on September 17, 1985, and pursuant to proper written Notice of the time, place and purpose of the meeting given to all of the stockholders of record of said corporation, which Notice stated among other things the specific purpose to be to amend Article V of the Company's Articles of Incorporation, the effect of which amendment would be to reduce the total authorized shares to 300 from 3,000,000 and increase the par value per share to \$10,000 from \$1.00 and to prohibit the Corporation from issuing or having fractional shares outstanding at any time. The manner in which the issued shares of the Corporation shall be exchanged shall be to reduce the number of issued and outstanding shares of the capital stock from 2,094,638 to not more than 210 shares with each existing shareholder as of September 12, 1985 being entitled to be reissued one share of stock for each 10,000 shares owned. These changes will not reduce the stated capital of the corporation, as John Alden Life Insurance Company has agreed to purchase two additional shares of the corporation's stock following approval of the aforesaid amendment. Any holders of any fractional shares of stock will be entitled to the fair market value of the Corporation's stock.

A meeting of the stockholders of said corporation was duly convened and held on October 2, 1985. The number of shares issued and outstanding and entitled to vote at said meeting was 2,094,638. The vote to amend the Articles was affirmative, in that the number of shares represented in person or by proxy which voted for such amendment was 2,083,361.25, the number of shares represented in person or by proxy which voted against such amendment was 127, and the number of share represented in person or by proxy which did not vote was 11,149.75. Therefore, Article V of the Articles of Incorporation of Continental Life & Accident Company was deleted and the following Article V was promulgated in its place:

ARTICLE V

The aggregate number of shares the Corporation is authorized to issue and to have outstanding, the class of stock so authorized and the limitations and rights in respect of such shares are as follows:

(1) 300 shares of non-assessable common voting stock of the Corporation with \$10,000 per share par value. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. Votes may not be accumulated.

(2) No holder of any stock shall have any preemptive right to acquire unissued or treasury shares or a right to subscribe to or acquire shares.

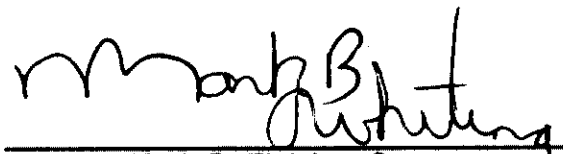
(3) A holder of such common stock shall be entitled to dividends, if any, as and when declared by the board of directors pursuant to law.

(4) The Corporation shall neither issue nor have outstanding at any time any fractional share of stock.

All of which appears upon, and is of record in, the Minutes of said meeting duly recorded in the Minute Book of said corporation.

Signed, in quadruplicate, this 3rd day of October, 1985.


Milford L. Middelstaedt, Jr.
Vice President
Continental Life & Accident Company


Mark B. Whiting, Secretary
Continental Life & Accident Company

The quadruplicate originals are subscribed and sworn to before me this 3rd day of October, 1985.


Catherine Garcia
Notary Public for Florida
Residing at Miami, Florida

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. FEB 20, 1988
BONDED THRU GENERAL INS. UNL.

My Commission Expires: