



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

CONTINENTAL LIFE & ACCIDENT COMPANY

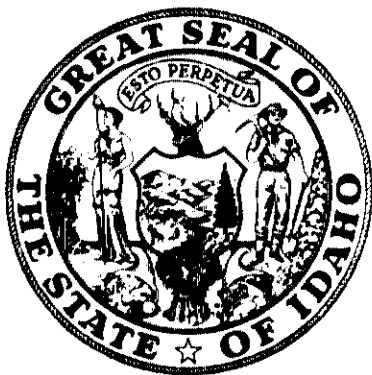
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

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 _____ April 18 _____, 19 38 _____



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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

98 APR 18 PM 9 24

STATE OF FLORIDA)
)ss.
COUNTY OF DADE)

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

That Milford L. Middestaedt is the duly elected, qualified and acting Vice President and Mark B. Whiting is the duly elected, qualified and acting Assistant Secretary of Continental Life & Accident Company; that on January 11, 1988, pursuant to a call for a meeting of the stockholders of the Continental Life & Accident Company, issued by the Board of Directors on December 28, 1987, and pursuant to proper written notice of the time, place and purpose of the meeting given to all stockholders of record of said corporation, which notice stated among other things the specific purpose to be to amend Article VIII of the Company's Articles of Incorporation, the effect of which amendment would be to change the minimum number of Directors to be not less than five (5) nor more than fifteen (15).

A meeting of the stockholders of said corporation was duly convened and held on January 11, 1988. The vote to amend the Articles was unanimous in that all shares represented at said meeting resolved to amend Article VIII of the Articles of Incorporation of Continental Life & Accident Company to read as follows:

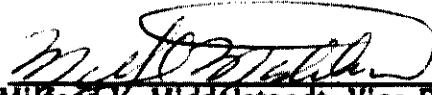
ARTICLE VIII


The Directors of this corporation shall not be less than five (5) nor more than fifteen (15) in number.

The First Board of Directors who shall manage the affairs of the corporation shall be five in number and the Directors shall have the power from time to time and at any time when the stockholders are not assembled in a meeting, regular or special, to increase their own number to not more than fifteen and forthwith appoint and elect any other person or persons to be Directors to hold office until the next annual election and until their successors are elected and qualified.

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 duplicate this 11th day of January, 1988.


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


Mark B. Whiting, Assistant Secretary
Continental Life & Accident Company

The duplicate originals are subscribed and sworn to before me this 11th day of January, 1988.


Notary Public for Florida
Residing at Miami, Florida

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. AUG 30, 1988
BONDED THRU GENERAL INS. UND.

My Commission Expires _____

S T A T E O F I D A H O

OFFICE OF THE ATTORNEY GENERAL

BOISE 83720

Telephone: (208) 334-2250

Jim Jones
ATTORNEY GENERAL

Scott Wolfley
DEPUTY ATTORNEY GENERAL

88 APR 18 9 24

April 1, 1988

Anthony J. Fagiano, Acting Director
Department of Insurance
Statehouse Mail

RE: AMENDED ARTICLES OF INCORPORATION
Continental Life & Accident Company
Filed January 11, 1988

Dear Director:

We have reviewed the above-referenced document(s) 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. Rene Fitzpatrick

A. Rene' Fitzpatrick
Deputy Attorney General

Enclosure