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STATE OF IDAHO
**FIRST ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
UNITED HERITAGE LIFE INSURANCE COMPANY**

Pursuant to the Idaho Business Corporation Act ("Business Corporation Act") and the Idaho Insurance Code ("Insurance Code"), the undersigned Idaho domestic stock life insurance company adopts the following First Articles of Amendment to Articles of Incorporation.

First: The name of the corporation is United Heritage Life Insurance Company (the "Corporation").

Second: The following amendments to the Corporation's articles of incorporation were adopted by the Corporation in the manner prescribed by the Business Corporation Act and Insurance Code.

"VI.

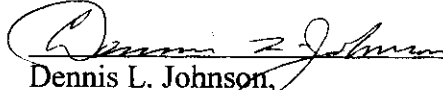
The total number of par value shares which the Corporation shall have authority to issue is 1,500,000 shares, each of a par value of \$5 which shares shall be common stock with uniform rights and shall not be subject to assessment."


Third: These First Articles of Amendment to Articles of Incorporation were duly approved and recommended to the shareholders by the Board of Directors of the Corporation and duly approved and adopted by vote of the shareholders of the Corporation in accordance with the Business Corporation Act and Insurance Code at a special shareholder meeting held on November 16, 2001. The number of shares entitled to vote on the amendment was 1,000,008. The number of shares voting in favor of adopting this amendment was 1,000,008. The number of shares voting against adopting these First Articles of Amendment to Articles of Incorporation was 0.

IDAHO SECRETARY OF STATE
12/13/2001 05:00
CK: 12733 CT: 151040 BH: 434316
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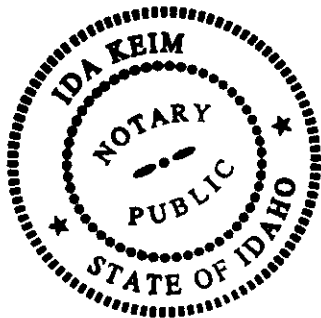
Dated: November, 26, 2001



Dennis L. Johnson,
President and Chief Executive Officer


Anne Aschenbrener,
Secretary

STATE OF IDAHO }
 } ss.
County of Ada }

I, Ida Keim, a notary public, do hereby certify that on this 26th day of November, 2001, personally appeared before me Dennis L. Johnson, who, being duly sworn, declared that he is the President and Chief Executive Officer of United Heritage Life Insurance Company, that he signed the foregoing document as President and Chief Executive Officer of the Corporation, and that the statements therein contained are true.




Notary Public
Commission expires 10-9-07

DIRK KEMPTHORNE
Governor

State of Idaho
DEPARTMENT OF INSURANCE

700 West State Street, 3rd Floor
P.O. Box 83720
Boise, Idaho 83720-0043
Phone (208) 334-4250
Fax (208) 334-4298

Dec 12 3 19 PM '01
MARY L. HARTUNG
Director

APPROVAL

The within and foregoing FIRST ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION of UNITED HERITAGE LIFE INSURANCE
COMPANY, having been submitted to the undersigned pursuant to Idaho Code § 41-
2827, and the form and the content of the FIRST ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION having been approved as conforming to law, the
undersigned does hereby execute the approval of the office of the Director of the
Department of Insurance this 10th day of December, 2001.

IN WITNESS WHEREOF, I have hereto affixed the seal
of the Director of the Department of Insurance at Boise,
Idaho, this **10th day of December 2001**.



MARY L. HARTUNG
Director
Idaho Department of Insurance