

State of Idaho

Department of State

CERTIFICATE OF RESTATEMENT

OF

THE UNIVERSE LIFE INSURANCE COMPANY

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

THE UNIVERSE LIFE INSURANCE 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.

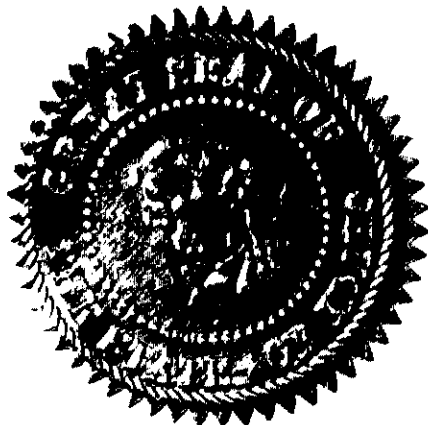
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Restatement to the Articles of Incorporation and attach hereto a duplicate original of the Restated Articles of Incorporation.

Pete T. Cenarrusa

Dated: January 17, 1990

Secretary of State

Lucy J. Clark
Corporations Clerk



RESTATED ARTICLES OF INCORPORATION
OF
THE UNIVERSE LIFE INSURANCE COMPANY

JAN 17 10 05 AM '90
SECRETARY OF STATE

ORIGINAL

These Restated Articles of Incorporation of The Universe Life Insurance Company correctly set forth without change the corresponding operative provisions of the Restated Articles of Incorporation filed in the office of the Nevada Secretary of State on December 30, 1988, and subsequently amended and restated in their entirety as set forth in the Articles of Redomestication (and the Amendment and Restatement of Articles of Incorporation attached as Exhibit "C" thereto) filed with the Idaho Secretary of State on December 29, 1989; and these Restated Articles of Incorporation supersedes the original Articles of Incorporation and all previous amendments thereto and restatements thereof.

ARTICLE I

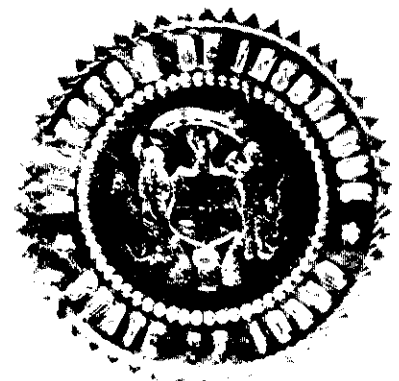
The name of the corporation is THE UNIVERSE LIFE INSURANCE COMPANY.

ARTICLE II

The corporation shall continue to exist perpetually as an Idaho corporation commencing on the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Idaho, provided that the corporation shall, pursuant to Idaho Code Sections 41-342 through 41-344, be considered to be the same corporation as that corporation which existed since April 22, 1947 under the laws of the State of Nevada, where the corporation was formerly domiciled, and shall be considered as having been an operating insurer since from May 1, 1949, the date that the corporation was authorized to do business as an insurer in the State of Nevada.

CERTIFIED AND APPROVED BY

Anthony J. Pagiano
ANTHONY J. PAGIANO
Date: *January 10, 1990*



RESTATED ARTICLES OF INCORPORATION - P. 1

12.28.89-s

Exhibit "A"

ARTICLE III

The registered office of this corporation in the State of Idaho is located at One Lewis Clark Plaza, in the City of Lewiston, County of Nez Perce, State of Idaho 83501; and the name of the Registered Agent at such address is R. John Taylor.

ARTICLE IV

The general nature of the business, objects and purposes proposed to be transacted, promoted or carried on by this corporation are as follows:

A. To make insurance on the lives of persons and every insurance appertaining thereto or connected therewith; to grant, purchase or dispose of annuities, including but not limited to, policies of life and endowment insurance and annuity contracts; and to otherwise transact life insurance business as defined in Section 41-502 of the Idaho Code;

B. To make insurances against bodily injury, disablement or death by accident, and against disablement resulting from sickness, and every insurance appertaining thereto; and to otherwise transact health insurance business and disability insurance as defined in Section 41-503 of the Idaho Code Statutes; and

C. To transact any and all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act and the Idaho Insurance Code.

ARTICLE V

Section 1. The total number of shares of stock which the corporation shall have authority to issue is one million (1,000,000) shares of voting common stock with the par value of one dollar (\$1.00) per share. The corporation shall at all times comply with the capital stock and surplus requirements of Section 41-313 of the Idaho Code or other applicable law.

Section 2. The 19,500 authorized, issued and outstanding shares of preferred stock (\$15 par value) of the corporation's Nevada predecessor shall be and, upon filing of these Amended and Restated Articles of Incorporation, are hereby cancelled automatically without further action by the corporation.

Section 3. Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

ARTICLE VI

Section 1. The members of the governing board shall be styled Directors. The number of such Directors shall be not less than five (5) nor more than fifteen (15). The number of Directors constituting the initial Board of Directors shall be five (5); and the names and addresses of the persons who are to serve as Directors until the next annual meeting of shareholders and until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
R. John Taylor	P.O. Box 538 Lewiston ID 83501
Paul D. Durant II	P.O. Box 538 Lewiston ID 83501
Benedict J. Dasher	300 East First Street Reno NV 89505
Mary K. Frost	P.O. Box 538 Lewiston ID 83501
Bruce Sweeney	P.O. Box 538 Lewiston ID 83501

Section 2. At each election for directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by

giving one (1) candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates. Any amendment to the articles of incorporation which limits or removes an existing right of a shareholder to cumulate his votes shall be adopted only upon receiving the affirmative vote of the holders of at least three-fourths (3/4) of the shares of each class entitled to vote thereon as a class and of the total shares entitled to vote thereon.

ARTICLE VII

After the amount of the subscription price or par value has been paid in, the common stock of this corporation shall not be subject to assessment to pay debts of this corporation. No stock issued as fully paid shall ever be assessable or assessed; and the articles of incorporation shall not be amended in this particular.

ARTICLE VIII

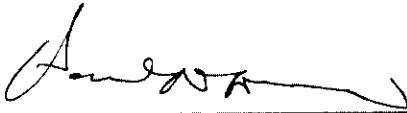
A director of this corporation shall not be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty of this corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Idaho Code Section 30-1-48, (d) under Idaho Code Section 41-2843 or (e) for any transaction from which the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so

amended. Any repeal or modification of this Article Eighth by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute; provided, that no such amendment, alteration, change or repeal shall be effective except upon approval by the holders of two-thirds ($2/3$) (or, in the case of Article VI Section 2, three-fourths ($3/4$)) of each class of outstanding stock. All rights of stockholders of the corporation are granted subject to this reservation.

IN WITNESS WHEREOF, The Universe Life Insurance Company has caused its President to execute these Restated Articles of Incorporation of The Universe Life Insurance Company on this 8th day of January, 1990.


Paul D. Durant II, President

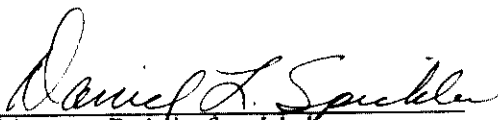
STATE OF IDAHO)
)SS.
County of Nez Perce)

PAUL D. DURANT II does hereby swear under penalty of perjury that the assertions of this verification are true.

PAUL D. DURANT II is the President of The Universe Life Insurance Company, the corporation mentioned and described in the foregoing Restated Articles of Incorporation of The Universe Life Insurance Company. Said President was authorized to execute this Restated Articles of Incorporation by the Board of Directors of said corporation by consent resolution dated January 3, 1990. The foregoing instrument correctly sets forth the complete text of the Restated Articles of Incorporation of The Universe Life Insurance Company as of the date hereof.


Paul D. Durant II, President

SUBSCRIBED AND SWORN to before me on this 8th day of January, 1990.

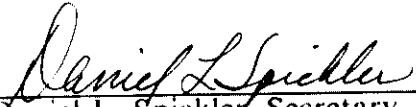

Notary Public for Idaho
Residing at Lewiston ID
My Commission Expires: 7-23-92

IN WITNESS WHEREOF, The Universe Life Insurance Company has caused its President to execute these Restated Articles of Incorporation of The Universe Life Insurance Company on this 8th day of January, 1990.

STATE OF IDAHO)
)ss.
County of Nez Perce)

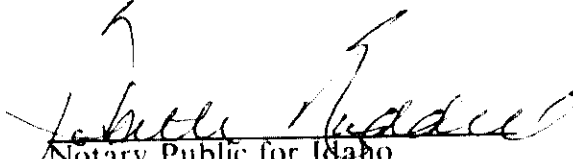
DANIEL L. SPICKLER does hereby swear under penalty of perjury that the assertions of this verification are true.

DANIEL L. SPICKLER is the Secretary of said corporation. Said Secretary was authorized to execute this Restated Articles of Incorporation of The Universe Life Insurance Company by the Board of Directors of said corporation by consent resolution dated January 3, 1990. The foregoing instrument correctly sets forth the complete text of the Restated Articles of Incorporation of The Universe Life Insurance Company as of the date hereof.



Daniel L. Spickler, Secretary

SUBSCRIBED AND SWORN to before me on this 8th day of January, 1990.



Notary Public for Idaho
Residing at Lewiston ID
My Commission Expires: