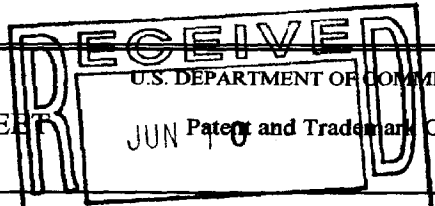


06-25-1999



101075026

ORDINATION FORM COVER SHEET
TRADEMARKS ONLY



To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **6-10-99**
Time Insurance Company
 Individual(s) Association
 General partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? yes no

2. Name and address of receiving party(ies):
Name: Fortis Insurance Company
Internal Address:
Street Address: 500 Bielenberg Drive
City: St. Paul State: Minnesota Zip: 55125-1400
 Individual(s) citizenship _____
 Association _____
 General partnership _____
 Limited partnership _____
 Corporation-state Wisconsin
 Other _____

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

If assignee is not domiciled in the U.S., a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment).
Additional name(s) & address(es) attached? Yes No

Execution Date: 1/16/98

4. Application number(s) or registration number(s):



A. Trademark Application No.(s)
75/279,200

B. Trademark registration No.(s) 06-14-1999
U.S. Patent & TMO/c/TM Mail Rcpt Dt. #01

Additional numbers attached? yes no

5. Name and address of party to whom correspondence concerning document should be mailed:
Scott Q. Vidas, Esq.
VIDAS, ARRETT & STEINKRAUS, P.A.
Suite 2000
6109 Blue Circle Drive
Minnetonka, MN 55343-9131

6. Total number of applications and registrations involved : 1

7. Total fee (37 CFR 3.41):..... \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number: **22-0350**
(Attach duplicate of this page if paying by deposit account)

DO NOT USE THIS SPACE

40E

9. Statement and signature
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Scott Q. Vidas

Signature
Signature

6/10/99
Date

06/24/1999 NTHA11 00000229 75279200

01 FB:401 40.00 00

Total number of pages including cover sheet, attachments, and document: 12

OMB No. 0651-011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:
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TRADEMARK
REEL: 001917 FRAME: 0791



State of Wisconsin
Office of the Commissioner of Insurance
P.O. Box 7873
Madison, Wisconsin 53707-7873

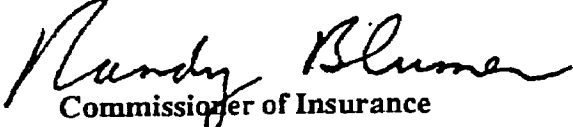
Certification of the Authenticity of Copy of Document on File

The Commissioner of Insurance of the State of Wisconsin certifies that the attached copy of

AMENDED AND RESTATED ARTICLES OF INCORPORATION

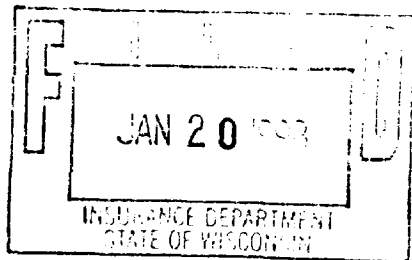
for **TIME INSURANCE COMPANY (TO BE KNOWN AS FORTIS INSURANCE COMPANY
EFFECTIVE APRIL 1, 1998)**
is a true and correct copy of the original now on file with the Office of the Commissioner of Insurance.

Dated at Madison, Wisconsin, this 28th day of January, 1998


Commissioner of Insurance

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TIME INSURANCE COMPANY

January 16, 1998



PREAMBLE

The following Amended and Restated Articles of Incorporation supersede and take the place of all heretofore existing Articles of Incorporation and amendments thereto of TIME INSURANCE COMPANY (the "Corporation") and include amendments adopted in connection with the adoption of these Amended and Restated Articles of Incorporation, all pursuant to Chapters 180, 201 and 206 of the Wisconsin Statutes.

ARTICLE I

Name

As of April 1, 1998, the name of the Corporation shall be FORTIS INSURANCE COMPANY, and its principal office shall be determined by the Board of Directors. On the date of this restatement, the principal office is located in the City of Milwaukee, Wisconsin.

ARTICLE II

Existence

The period of its existence is perpetual.

ARTICLE III

Business and Purposes

The purposes of the Corporation are to engage in any lawful activity for which insurance corporations may be organized under the Wisconsin Statutes, including without limitation the conducting of an insurance business and business incidental thereto, the making of investments

and the ownership and operation of subsidiaries, all as and to the extent authorized by the Wisconsin Statutes.

ARTICLE IV

Capital Stock

SECTION A. Total Number of Shares. The total number of shares of all classes of capital stock ("Shares") which the Corporation shall have the authority to issue is 2,200,000, consisting of the following classes:

(a) 2,000,000 Shares of common stock of one class, par value \$2.00 per share, with unlimited voting rights ("Common Stock"); and

(b) 200,000 Shares of preferred stock, par value \$1.00 per share ("Preferred Stock"), with such Preferred Stock being designated as a series and having the powers, preferences and rights, and the qualifications, limitations and restrictions as set forth in Section B below.

SECTION B. Preferred Stock Designation.

1. Designation; Rank.

(a) Designation. There is hereby designated, out of the authorized but unissued shares of Preferred Stock of the Corporation, a series thereof to consist of 200,000 shares, par value one dollar (\$1.00) per share, with such series being known as "Series A Preferred Stock" (the "Series A Stock"). The Series A Stock has a liquidation preference of one thousand British pounds sterling (£1,000) per whole share (the "Liquidation Price").

(b) Rank. The Series A Stock ranks, with respect to rights to receive dividends and distributions upon liquidation, winding up or dissolution of the Corporation (a) senior to the Corporation's Common Stock, and any series of Preferred Stock issued by the

Corporation whose terms provide specifically that such series will rank junior to the Series A Stock with respect to rights to receive payment of dividends and distributions upon liquidation or whose terms fail to specify the ranking of such class or series relative to the Series A Stock with respect to rights to receive payment of dividends and distributions upon liquidation (together with the Common Stock, the "Junior Securities"); and (b) on a parity with series of Preferred Stock issued by the Corporation whose terms provide specifically that such series shall rank on a parity with the Series A Stock with respect to rights to receive payment of dividends and distributions upon liquidation (collectively, the "Parity Securities"). Without the prior approval of the holders of a majority of the Series A Stock, the Corporation shall not issue any class or series of security whose terms provide that such security shall rank senior to the Class A Stock with respect to rights to receive payment of dividends and distributions upon liquidation ("Senior Securities").

(c) No Fractional Shares. The Corporation shall not be required under any circumstances to issue any fractional shares of Series A Stock.

2. Dividends; Priority.

(a) Rate; Payment Date. Each holder of Series A Stock shall be entitled to receive, as declared by the Corporation, out of funds of the Corporation legally available therefor, cash dividends at a rate or in an amount to be determined by the Board of Directors from time to time. Such dividends shall be payable on such dates and for such periods as shall be determined by the Board of Directors (each of such dates being a "Dividend Payment Date" and each such period being a "Dividend Period").

(b) Record Date. Dividends shall be paid to the holders of record of shares of Series A Stock as they appear in the stock register of the Corporation at the close of business on the record date therefor, which record date shall be the tenth Business Day immediately preceding the Dividend Payment Date relating thereto.

3. Redemption.

(a) Optional Redemption by the Corporation. At any time after the tenth anniversary date of the date upon which the shares of Series A are initially issued (the "Original Issue Date"), the shares of Series A Stock may be redeemed at the election of the Corporation, to the extent that the Corporation has funds legally available therefor, at a redemption price equal to the Liquidation Price per whole share, together with an amount equal to accumulated and unpaid dividends thereon to the date of redemption (the "Redemption Price"). Such redemption may be for all or part of the shares of Series A Stock.

(b) Procedures.

(I) To exercise redemption rights pursuant to Section B.3(a) above, the Corporation shall deliver a written notice to the holder stating the number of shares of Series A Stock to be redeemed and the requested redemption date, which shall be no sooner than sixty days, and no later than one hundred twenty days, after the date of the notice.

(ii) Upon the date specified for redemption in the applicable notice, and upon delivery to the Corporation of the certificate(s) representing the shares of Series A Stock to be so redeemed (executed for transfer in a manner reasonably acceptable to the Corporation), the Corporation shall pay to each holder of such Series A Stock to be redeemed the Redemption Price in cash, by means of a wire transfer to an account specified in advance by such holder (or by means of a Corporation check if no such account is specified). Simultaneously upon payment of the Redemption Price, the holder shall tender the redeemed shares of Series A Stock and shall execute and endorse the stock certificates and deliver them to the Corporation and take whatever other action is necessary to deliver to the Corporation good and marketable title to the shares, free and clear of any claims, options, charges, encumbrances or rights of others. The holder shall, in writing, represent and warrant to the Corporation that it is conveying such shares, with full warranties of good and marketable title, free and clear of any claims, options, charges, encumbrances or rights of others. If on such specified redemption date the certificate(s)

representing the shares of Series A Stock to be redeemed have not been delivered to the Corporation with appropriate execution for transfer, the Corporation shall set aside the funds required for the redemption of such shares, separate and apart from its other funds, for the account of the holder of the shares to be so redeemed, and the Corporation will deliver such amount of funds (without any obligation to pay interest thereon) to the holder upon the Corporation's receipt of the stock certificate(s) in accordance with this Section.

(iii) On and after the date specified for redemption in the applicable notice, the shares of Series A Stock to be redeemed shall be deemed canceled, whether or not the certificate(s) representing such shares have been delivered to the Corporation in accordance with the provisions of this Section and shall not be entitled to any dividends or liquidation distributions, but only the redemption amount as set out in this Section B.3. In case fewer than all of the shares represented by any certificate are redeemed, a new certificate representing the unredeemed shares shall be issued without cost to the holder thereof upon receipt by the Corporation of the original certificate.

(c) Status After Redemption. Shares of Series A Stock redeemed, purchased or otherwise acquired for value by the Corporation shall, after such acquisition, have the status of authorized and unissued shares of Preferred Stock of the Corporation and may be reissued by the Corporation at any time as shares of any series of Preferred Stock other than as shares of Series A Stock.

4. Liquidation Rights: Priority.

(a) In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary (a "Liquidation"), the holders of shares of the Series A Stock shall be entitled to receive, after payment or provision for payment of the debts and other liabilities of the Corporation and after payment of the liquidation price of any Senior Securities, out of the remaining net assets of the Corporation, whether such assets are capital or

surplus and whether or not any dividends as such are declared, the Liquidation Price together with an amount equal to all accumulated and unpaid dividends thereon to the date fixed for distribution, before any distribution shall be made with respect to any Junior Securities (collectively, the "Liquidation Amount").

(b) Except as otherwise provided in this Section B.4, holders of Series A Stock shall not be entitled to any participation in any distribution of assets in the event of any Liquidation. For the purposes of this Section B.4, neither the voluntary sale, lease, conveyance, exchange or transfer (for cash, securities or other consideration) of all or substantially all of the assets of the Corporation, nor the consolidation or merger of the Corporation with one or more Persons (as defined in Section B.9 hereof), shall be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

(c) If, upon any Liquidation, the Liquidation Amount is not paid in full, the holders of the Preferred Stock shall share in such distribution in accordance with the respective certificates of designation of such stock. If, upon any Liquidation, the amounts payable with respect to the Series A Stock and any Parity Securities are not paid in full, holders of the Series A Stock and holders of any Parity Securities will share ratably in any distribution of the assets of the Corporation in proportion to the respective amounts that would be payable per share if such assets were sufficient to permit payment in full.

(d) Written notice of any Liquidation stating a payment date and the place where the distributive amounts shall be payable, shall be given not less than thirty days prior to the payment date stated therein, to the holders of record of the Series A Stock at their respective addresses as the same shall appear on the books of the Corporation.

(e) Any liquidation payment with respect to each fractional share of the Series A Stock outstanding shall be equal to a ratably proportionate amount of the Liquidation Amount with respect to each outstanding whole share of Series A Stock.

5. Regulatory Approval.

No payment of any type, whether as a dividend, redemption or liquidation, shall be made in respect of the Series A Stock without the approval of the Wisconsin Commissioner of Insurance, if and to the extent such approval is required by the Wisconsin Insurance Law.

6. No Voting Rights.

The shares of Series A Stock shall not have any voting powers whatsoever, except for such voting powers as are required by the Wisconsin Business Corporation Law.

7. No Conversion Rights.

The shares of Series A Stock shall not be convertible into Common Stock or any other equity security, derivative or otherwise, of the Corporation.

8. Notices.

Any notice required or to be given hereunder shall be in writing and shall be deemed sufficient when (I) mailed by United States certified mail, return receipt requested, (ii) mailed by overnight express mail, or (iii) delivered in person, at the address set forth below, or such other address as a Person may provide in accordance with the procedure for notices set forth in this Section:

If to the Corporation:

Fortis Insurance Company
501 West Michigan
Milwaukee, Wisconsin 53203
Attn: General Counsel

If to any holder, to the address for such holder on the books of the Corporation.

9. Certain Definitions.

The following terms shall have the meanings set forth below:

"Business Day" means any day other than a Saturday, a Sunday, any day on which the New York Stock Exchange is closed or any other day on which banking institutions in New York, New York are authorized or required by law to be closed.

"Capital Stock" means any and all shares, interests, participations or other equivalents (however designated) of corporate stock or any and all equivalent ownership interests in a Person (other than a corporation).

"Person" means any individual, corporation, partnership, joint venture, association, joint-stock company, trust, unincorporated organization or government or any agency or political subdivision thereof.

"Subsidiary" means, with respect to any Person, any corporation, limited or general partnership, trust, association or other business entity of which an aggregate of 50% or more of the outstanding Capital Stock or other interests entitled to vote in the election of the board of directors of such corporation (irrespective of whether, at the time, Capital Stock of any other class or classes of such corporation shall have or might have voting power by reason of the happening of any contingency), managers, trustees or other controlling Persons, or an equivalent controlling interest therein, of such Person is, at the time, directly or indirectly, owned by such Person and/or one or more Subsidiaries of such Person.

Article V

General Officers

The general officers of the Corporation shall be Chairman of the Board, President, Executive Vice President(s), Senior Vice President(s), Vice Presidents(s), Secretary and Treasurer, any two of which offices may be held by the same person except the office of President and Secretary and the offices of President and Vice President.

ARTICLE VI

Board of Directors

The Board of Directors shall consist of the persons elected annually by the shareholders for a term of one year and until their respective successors are elected and have qualified. The minimum number of directors shall be at least three (3). Except as otherwise provided by law, any vacancy in the Board of Directors shall be filled for the remainder of the term of an affirmative vote a majority of the directors then in office.

ARTICLE VII

Fiscal Year

The Corporation's fiscal year shall terminate on December 31 of each year.

ARTICLE VIII

Registered Office and Registered Agent

At the time of the adoption of these Amended and Restated Articles of Incorporation, the address of the registered office of the Corporation is 501 West Michigan Street, Milwaukee, Wisconsin 53201, and the Corporation's registered agent at such address shall be the Secretary of the Corporation.

ARTICLE IX

Amendments

These Articles may be amended in the manner authorized by law at the time of amendment.

CERTIFICATE AS TO RESTATED ARTICLES

STATE OF WISCONSIN)
COUNTY OF MILWAUKEE)

We, the undersigned, President and Secretary of Time Insurance Company, a Wisconsin Corporation, do hereby certify that the foregoing copy of the Amended and Restated Articles of Incorporation dated January 16, 1998, is a full and true copy of the Amended and Restated Articles of Incorporation of said Corporation and the same as are effective this date.

IN WITNESS WHEREOF, we have hereunto affixed our official signatures and the seal of the Corporation at Milwaukee, Wisconsin.

DATED: January 16, 1998



Thomas M. Keller, President



Ann Mayberry-French, Secretary

(Corporate Seal)