

MDP 8-4-99

FORM PTO-1618A
Expires 06/30/99
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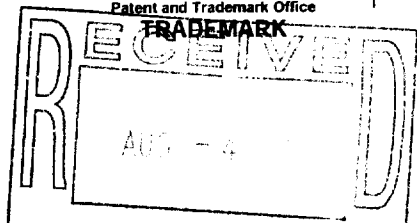
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
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Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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01 FC:481 40.00 OP

02 FC:482 25.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 001939 FRAME: 0307

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Melissa J. Lee

Name of Person Signing



Signature

August 2, 1999

Date Signed

8 10 1 1

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PRINCIPAL MUTUAL LIFE INSURANCE COMPANY
711 High Street, Des Moines, Iowa 50392

Effective July 1, 1998

RECEIVED
JUN 30 1998
SECRETARY OF STATE

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TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to Section 20 of Chapter 491 of Title XII of the Iowa Code, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation.

1. The name of the corporation is PRINCIPAL MUTUAL LIFE INSURANCE COMPANY. The corporation is a domestic mutual insurer subject to Chapter 491 of Title XII of the Iowa Code ("Chapter 491"). The Amended and Restated Articles of Incorporation amend the Amended and Substituted Articles of Incorporation of the corporation by, among other things, changing the corporation's name to PRINCIPAL LIFE INSURANCE COMPANY and authorizing the corporation to issue stock. The corporation voluntarily filed on June 30, 1998 with the Secretary of State of Iowa its election to be subject to Chapter 490 of Title XII of the Iowa Code ("Chapter 490") instead of Chapter 491.

2. The text of the Amended and Restated Articles of Incorporation is attached hereto as Annex A.

3. The duly adopted Amended and Restated Articles of Incorporation supersedes the corporation's original Articles of Incorporation, the corporation's Amended and Substituted Articles of Incorporation, and all amendments thereof.

4a. The Amended and Restated Articles of Incorporation were approved by the members of the corporation qualified to vote. The number of members of the corporation qualified to vote, the number of votes entitled to be cast by members entitled to vote and the number of votes of members indisputably represented at the meeting were as follows:

	NUMBER OF MEMBERS ENTITLED TO VOTE	VOTES ENTITLED TO BE CAST	VOTES REPRESENTED AT MEETING
Members qualified to vote	711,875	711,875	184,963

4b. The total number of votes cast for and against the Amended and Restated Articles of Incorporation by members entitled to vote on the Amended and Restated Articles of Incorporation was as follows:

	VOTES FOR	VOTES AGAINST
Members qualified to vote	171,222	13,741

The number of votes cast for the Amended and Restated Articles of Incorporation by members was sufficient for approval.

5. The effective time and date of this document is 12:01 a.m., July 1, 1998.

Dated this 30 day of June, 1998.

PRINCIPAL MUTUAL LIFE INSURANCE COMPANY

By David J. Drury
David J. Drury, Chairman and Chief Executive Officer

By Joyce N. Hoffman
Joyce N. Hoffman, Vice President and Corporate Secretary

STATE OF IOWA)
) SS
COUNTY OF POLK)

On this 30th day of June, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared David J. Drury and Joyce N. Hoffman, being by me duly sworn, did say that they are the Chairman and Chief Executive Officer and the Vice President and Corporate Secretary, respectively, of Principal Mutual Life Insurance Company, executing the within and foregoing instrument; that the seal affixed thereto is the seal of said corporation; that said instrument was signed (and sealed) on behalf of said corporation by authority of its Board of Directors; and that said Chairman and Chief Executive Officer and the Vice President and Corporate Secretary, as such officers, acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.

Sara Garside
Notary Public in and for said State



**CERTIFICATE OF APPROVAL
ATTORNEY GENERAL**

Pursuant to provisions of the Iowa Code, the undersigned approves the Amended and Restated Articles of Incorporation (adopted February 20, 1998) for Principal Mutual Life Insurance Company and finds them in conformance with the laws of the United States and with the laws and Constitution of the State of Iowa.

THOMAS J. MILLER
Attorney General of Iowa

6.9.98
Date

By: *Scott M. Galenbeck*
SCOTT M. GALENBECK
Assistant Attorney General

**CERTIFICATE OF APPROVAL
COMMISSIONER OF INSURANCE**

Pursuant to the provisions of the Iowa Code, the undersigned approves the Amended and Restated Articles of Incorporation (adopted February 20, 1998) for Principal Mutual Life Insurance Company.

THERESE M. VAUGHAN
Commissioner of Insurance

6.9.98
Date

By: *Robert L. Howe*
ROBERT L. HOWE
Deputy Commissioner of Insurance

FILED
IOWA
SECRETARY OF STATE
6-30-98
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