

(Rev. 6-93)

06-12-2000

Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)



To the Honorable Commissioner

original documents or copy thereof.

1. Name of conveying party(ies):
Midland National Life Insurance Company

101378669

address of receiving party(ies)

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State: South Dakota
- Other

MM S.D.W

Name: Midland National Life Insurance Company

Internal Address: _____

Street Address: 1700 Galloping Hill Road

Additional name(s) of conveying party(ies) attached? Yes No

City: Kenilworth State: New Jersey ZIP: 07033

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other Change of state of incorporation/domicile

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Iowa
- Other

Execution Date: June 4, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s): _____

A. Trademark Application No.(s)
75/645,265

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John M. Cone

Internal Address: Akin Gump Strauss Hauer & Feld, LLP

Street Address: P.O. Box 688

City: Dallas State: Texas ZIP: 75313-0688

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:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

John M. Cone

Name of Person Signing

Signature

5/18/2000

Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

06/12/2000 ASCOTT 00000017 75645265

#349197

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40.00 OP

TRADEMARK
REEL: 002085 FRAME: 0699



No. W00212929
Date: 06/04/1999

SECRETARY OF STATE

490 DP-000229042
MIDLAND NATIONAL LIFE INSURANCE COMPANY

ACKNOWLEDGMENT OF DOCUMENT FILED

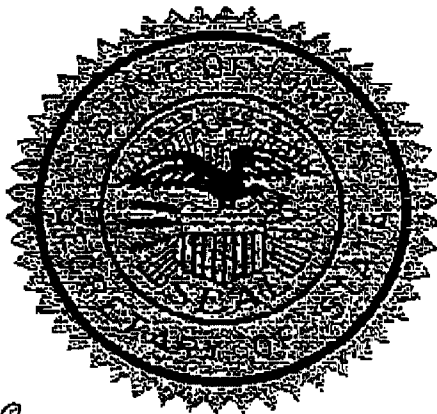
The Secretary of State acknowledges receipt of the following document:

Articles of Incorporation

The document was filed on June 4, 1999, at 10:29 AM, to be effective as of June 4, 1999, at 10:29 AM.

The amount of \$50.00 was received in full payment of the filing fee.

This acknowledgment is issued in accordance with Iowa Code section 490.902.



CHESTER J. CULVER SECRETARY OF STATE



490 DP-000229042
MIDLAND NATIONAL LIFE INSURANCE COMPANY
MIDLAND NATIONAL LIFE INSURANCE CO
ONE MIDLAND PLAZA
SIOUX FALLS, SD 57193-0001

229042

JUN18'99 FA AM11:55

RESTATED ARTICLES OF INCORPORATION OF MIDLAND NATIONAL LIFE INSURANCE COMPANY

We, Michael M. Masterson and Jack L. Briggs, President and Secretary, respectively, of MIDLAND NATIONAL LIFE INSURANCE COMPANY, a corporation organized and existing under the Laws of the State of South Dakota, hereby certify that said Company at a special meeting of the stockholders of said Company held at its office in the City of Sioux Falls, State of South Dakota on the 20th day of May, 1999, and acting pursuant to Section 490.1007 of the Iowa Business Corporation Act, being Chapter 490 of the Session Laws of the State of Iowa for the year 1989, restated its Articles of Incorporation as follows:

RESTATED ARTICLES OF INCORPORATION OF MIDLAND NATIONAL LIFE INSURANCE COMPANY ADOPTED PURSUANT TO SECTION 490.1007 OF THE IOWA BUSINESS CORPORATION ACT, CHAPTER 490 OF THE SESSION LAWS OF THE STATE OF IOWA FOR THE YEAR 1989 AND IN COMPLIANCE WITH SECTION 508.3 OF THE IOWA INSURANCE CODE.

99 JUN-14 AM 10:29 RECEIVED SECRETARY OF STATE IOWA

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ARTICLE ONE

The name of this Corporation is "Midland National Life Insurance Company."

ARTICLE TWO

The term for which this Corporation shall exist is and shall be perpetual.

ARTICLE THREE

This Corporation is an Iowa domiciled insurance company authorized to generally engage in the business of writing and underwriting contracts of life, annuities, health, accident, and all other forms of disability insurance upon either the participating or nonparticipating plans, with authority to issue all types of contracts usually and customarily written by legal reserve insurance companies in the United States of America, and to generally engage in any business and have authority to do anything provided for or permissible now or that may be hereafter authorized under the laws of the State of Iowa.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is 2,549,439 of common stock of the par value of \$1.00 each. Fully paid capital stock of this Corporation is non-assessable and no stock is issued until fully paid.

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ARTICLE FIVE

The fiscal year of the Corporation shall commence on the first day of January and end on the 31st day of December of each year.

ARTICLE SIX

The address of the registered office and the principal executive office of the Corporation in the State is 7755 Office Plaza Drive North, Suite 105, West Des Moines, Iowa, and the name of its registered agent at such address is Jon Newsome. The annual meeting of the shareholders of the Corporation shall be held at the Corporation's principal executive office in West Des Moines, Iowa on the second Thursday in March, at 11:00 a.m., with such notice, and pursuant to such procedures, as specified in the By-Laws of the Corporation.

ARTICLE SEVEN

The number of directors of this Corporation shall be not less than five or more than twenty-one. The number of directors to be elected shall be fixed from time to time in the By-Laws of the Corporation. The presently elected directors shall serve until the election and qualification of their successors. Meetings of the Board of Directors shall be held at such place and time as specified in the By-Laws of the Corporation or as from time to time fixed by resolution of the Board.

ARTICLE EIGHT

The Corporation shall indemnify any and all persons whom it may have the power to indemnify under the Iowa Business Corporation Act, as the same may be amended and supplemented, against any and all of the expenses, liabilities and other matters referred to in or covered by said Business Corporation Act.

ARTICLE NINE

The above and foregoing Restated Articles of Incorporation supersede the Restated Articles of Incorporation and all amendments thereto.

CERTIFICATION

We, Michael M. Masterson and Jack L. Briggs, President and Secretary, respectively, of Midland National Life Insurance Company, a corporation organized and existing under the laws of the State of South Dakota, hereby certify that at a special meeting of the Stockholders held at the offices of the Company at Sioux Falls, South Dakota, on May 20, 1999, the stockholders adopted a Resolution to Restate the Articles of Incorporation of said Company as herein above indicated with the vote of the stockholders being as follows:

**CERTIFICATE OF APPROVAL
ATTORNEY GENERAL**

Pursuant to provisions of the Iowa Code, the undersigned approves the "Restated Articles of Incorporation" for Midland National Life Insurance Company (adopted May 20, 1999) 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

6-3-99
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 "Restated Articles of Incorporation" for Midland National Life Insurance Company (adopted May 20, 1999).

THERESE M. VAUGHAN
Commissioner of Insurance

6-4-99
Date

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

O:deb Articles application"

FILED
IOWA
SECRETARY OF STATE
6-4-99
10:29 Am
W212929

