

FORM PTO-1594
(Rev. 6-93)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

Atty Docket No. 33508.269259

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

1. Name of conveying party(ies):
Guarantee Mutual Life Company

Individuals(s) Association
 General Partnership Limited Partnership
 Corporation-State-Nebraska
 Other _____

Additional names(s) of conveying party(ies) attached Yes No

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

Execution Date: December 1, 1995

2. Name and address of receiving party(ies)
Name: **Guarantee Life Insurance Company**

Internal Address:
Street Address: **8801 Indian Hills Drive**
City: **Omaha** State: **NE** Zip: **68124**

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A

Additional names(s) & address(es) attached? Yes No

4. Application numbers(s) or patent numbers(s):
A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark Registration No.(s)
1,173,602

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Joan L. Dillon
Internal Address: Kilpatrick Stockton LLP
Suite 2800
Street Address: 1100 Peachtree Street
City: Atlanta State: GA Zip: 30309

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
 The Commissioner is authorized to charge any deficiency in the required fee or credit any over payment to Deposit Account No. 11-0860.

8. Deposit account number:
11-0860

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.
Joan L. Dillon
Name of Person Signing [Signature] 3/25/02 Date

Total number of pages including cover sheet, attachments, and document: 6

**STATE OF NEBRASKA
DEPARTMENT OF INSURANCE**

CERTIFICATION

December 26, 1995

I, Robert G. Lange, Director of Insurance of the State of Nebraska, do hereby
certify that the attached is a full and correct copy of

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

GUARANTEE LIFE INSURANCE COMPANY

(FORMERLY GUARANTEE MUTUAL LIFE COMPANY)

Now on file and forming a part of the records of this Department.

I hereto subscribe my name under the seal of my office, at Lincoln, Nebraska.



Robert G. Lange
DIRECTOR OF INSURANCE

TRADEMARK

REEL: 002434 FRAME: 0430

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BOOK 385 PAGE 415

DEC 19 1995

RECEIVED
THOMAS H. ...
NEBRASKA DEPARTMENT OF INSURANCE
DOUGLAS COUNTY
Insurance Company.

These amended and restated Articles of Incorporation shall not become effective until the Nebraska Department of Insurance first issues a certificate of authority to Guarantee Life Insurance Company.

38231
STAMP
RECORDED AND INDEXED
SEARCHED AND RECORDED
SERIAL 19523 AS PAGE 28
DEC 20 1995

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GUARANTEE LIFE INSURANCE COMPANY
(formerly Guarantee Mutual Life Company)**

RECORDED
AND

The Guarantee Mutual Life Company (the "Corporation") was organized under the laws of the State of Nebraska. The Corporation hereby amends and restates its amended and substituted articles of incorporation in their entirety in accordance with a plan of conversion to become a stock insurance company and pursuant to Neb. Rev. Stat. §§ 44-231, 44-6104 and the Nebraska Business Corporation Act, and adopts the following Amended and Restated Articles of Incorporation for the Corporation:

ARTICLE I

NAME

The name of the Corporation is Guarantee Life Insurance Company.

ARTICLE II

DURATION

The period of the Corporation's duration is perpetual.

ARTICLE III

PURPOSES AND POWERS

The purposes for which the Corporation is formed are to engage in the business of:

A. life insurance, variable life insurance, annuities and variable annuities, sickness and accident insurance or insurance for disablement from sickness or hospitalization, and every insurance pertaining thereto, as set forth in Neb. Rev. Stat. § 44-201, with the right to engage in group insurance and reinsurance;

B. to exercise all the powers and privileges permitted by the State of Nebraska related to the foregoing and to do everything necessary, proper, advisable and convenient for the accomplishment of the purposes hereinabove set forth, and to do all others things incidental thereto or connected therewith which are not forbidden by the

NEBRASKA DEPT INSURANCE

NEBRASKA DEPARTMENT OF INSURANCE

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Tentative Approval
NOT FINAL

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BOOK 385 PAGE 416

laws of the State of Nebraska or by these Amended and Restated Articles of Incorporation; and

C. to extend the operation of this Corporation to any other state, territory or foreign country with the power to comply with all legal and regulatory requirements thereof.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000,000 shares of Common Stock, par value of \$1.00 per share.

ARTICLE V

PREEMPTIVE RIGHTS

No holder of shares of the Corporation shall, as such holder, have any right to purchase or subscribe for any part of the unissued shares of the Corporation of any class, now or hereafter authorized, or of any bond, debenture, obligation or instrument which the Corporation may issue or sell that shall be convertible into or exchangeable for or entitle the holders thereof to purchase or subscribe for any shares of the Corporation of any class, now or hereafter authorized, other than such right, if any, as the Board of Directors of the Corporation in its discretion may determine.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors which shall have and shall exercise all the powers of the Corporation. The number of directors shall be as fixed by the Board of Directors in accordance with the Bylaws, but shall not be less than five persons nor more than twenty-one persons.

ARTICLE VII

OFFICERS

The officers of the Corporation shall be a President, one or more Vice Presidents, Secretary, Treasurer and such other officers as may be appointed by the Board of Directors in the manner provided in the Bylaws.

BOOK 385 PAGE 467

ARTICLE VIII

LIMITATION OF LIABILITY FOR OUTSIDE DIRECTORS

An outside director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any act or omission not in good faith which involves intentional misconduct or a knowing violation of the law; (ii) for any transaction from which the outside director derived an improper direct or indirect financial benefit; (iii) for paying a dividend or approving a stock repurchase which was in violation of the Nebraska Business Corporation Act; (iv) for any act or omission which violates a declaratory or injunctive order obtained by the Corporation or its shareholders; and (v) for any act or omission occurring prior to the effective date of this provision.

For purposes of this Article, the term "outside director" shall mean a member of the Board of Directors of the Corporation who is not an officer or a person who may control the conduct of the Corporation through management agreements, voting trusts, directorships in related corporation, or any other device or relationship.

No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any outside director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the Nebraska Business Corporation Act is amended after approval of this Article by the shareholders to authorize the further elimination or limitation of the liability of directors, then the liability of directors shall be eliminated or limited to the full extent authorized by the Nebraska Business Corporation Act, as so amended.

ARTICLE IX

BYLAWS

The Bylaws of the Corporation may be amended, modified or repealed by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors or by a majority vote of the Shareholders at any regular or special meeting of the Shareholders, or by written consent of the Board of Directors or Shareholders as provided in the Bylaws.

ARTICLE X

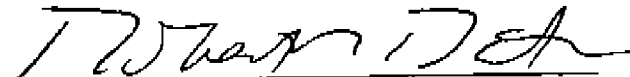
REGISTERED OFFICE AND REGISTERED AGENT

The home office and principal place of business of the Corporation shall be in the City of Omaha, County of Douglas, State of Nebraska. The street address of the initial registered office of the Corporation is Guarantee Centre, 8801 Indian Hills Drive, Omaha, Nebraska 68114, and the name of its initial registered agent at such address is Richard A. Spellman.


BOOK 385 PAGE 463

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed this 1st day of December, 1995.

GUARANTEE LIFE INSURANCE COMPANY


Robert D. Bates
Chairman of the Board, President and
Chief Executive Officer

Attest:


Richard A. Spellman
Senior Vice President, General
Counsel and Secretary