

Filing fee: \$150.00.  
License fee: \$15.00 minimum  
(Section 7-1.1-124)

**State of Rhode Island and Providence Plantations**

OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIVISION  
100 NORTH MAIN STREET  
PROVIDENCE, RI 02903

Corp. I.D. # 89630

**APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF**

..... AAG Insurance Agency, Inc. ....

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is AAG Insurance Agency, Inc.

SECOND: The name which it elects to use in Rhode Island is .....

AAG Insurance Agency, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

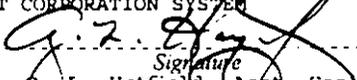
THIRD: It is incorporated under the laws of Kentucky

FOURTH: The date of its incorporation is December 6, 1994 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 3031 Dixie Highway, Edgewood, Kentucky 41017

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C.T. Corporation System

C T CORPORATION SYSTEM

  
Signature  
G. L. Hatfield, Asst. Sec'y

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

The purpose for which the corporation is formed is to engage in the transaction of any and all lawful business permitted to be performed by a life insurance agency as well as such other business for which the corporation may be incorporated. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

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BY [Signature]  
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Appendix to Rhode Island  
Application for Certificate of Authority

**Officers of  
AAG Insurance Agency, Inc.**

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1. Mark F. Muething, President and Secretary  
250 East Fifth Street  
Cincinnati, Ohio 45202
2. William C. Bair, Jr., Vice President  
250 East Fifth Street  
Cincinnati, Ohio 45202
3. Thomas K. Liguzinski, Vice President  
250 East Fifth Street  
Cincinnati, Ohio 45202
4. William J. Maney II, Vice President and Treasurer  
250 East Fifth Street  
Cincinnati, Ohio 45202
5. James M. Tarkington, Vice President  
250 East Fifth Street  
Cincinnati, Ohio 45202
6. Jeffrey S. Tate, Vice President  
250 East Fifth Street  
Cincinnati, Ohio 45202

IN THE NAME AND BY THE AUTHORITY OF THE



**JOHN Y. BROWN III**  
SECRETARY OF STATE

**CERTIFICATE**

I, **JOHN Y. BROWN III**, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

ARTICLES OF INCORPORATION OF

AAG INSURANCE AGENCY, INC. FILED DECEMBER 1, 1994,

AMENDMENT FILED FEBRUARY 23, 1996.

IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal.

Done at Frankfort this 24TH day of

APRIL, 19 96

A handwritten signature in cursive script that reads "John Y. Brown III".  
Secretary of State, Commonwealth of Kentucky

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ARTICLES OF INCORPORATION

OF

AAG INSURANCE AGENCY, INC.

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The undersigned, desiring to form a corporation for profit under Chapter 271B of the Kentucky Revised Statutes, does hereby certify:

FIRST. The name of said corporation shall be AAG INSURANCE AGENCY, INC.

SECOND. The maximum number of shares which the corporation is authorized to issue is One Thousand (1,000) shares, all of which shall be designated as common stock.

THIRD. The street address of the corporation's initial registered office and the name of its initial registered agent at that office are:

CT Corporation System  
Kentucky Home Life Building  
Louisville, Kentucky 40202

FOURTH. The mailing address of the corporation's principal office is:

AAG Insurance Agency, Inc.  
c/o CT Corporation System  
Kentucky Home Life Building  
Louisville, Kentucky 40202

FIFTH. The name and mailing address of the incorporator is:

Mark F. Muehling  
Chiquita Center  
250 East Fifth Street  
10th Floor  
Cincinnati, Ohio 45202

SIXTH. The duration of the corporation shall be unlimited and perpetual.

SEVENTH. The purpose for which the corporation is formed is to engage in the transaction of any and all lawful business for which the corporation may be incorporated under Chapter 271B of the Kentucky Revised Statutes.

EIGHTH. The corporation may purchase, hold, sell and reissue any of its shares and, to the extent that the authority to do the

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same may be granted under this Article Eighth, the Board of Directors shall have power to do all said acts without any action by shareholders.

**NINTH.** Except as required by law, the holders of the common stock shall possess full voting power for the election of directors and all other purposes.

**TENTH.** Action on any matter at any shareholders' meeting regarding which the Kentucky Revised Statutes provide that unless otherwise provided in the Articles of Incorporation of a corporation, there shall be the affirmative vote of a larger proportion than the holders of a majority of shares entitled to vote thereon, may be taken by the affirmative vote of the holders of a majority of shares entitled to vote thereon.

**ELEVENTH.** The Board of Directors is authorized to fix, from time to time, in accordance with law, the amount of consideration for which the shares of the corporation may be issued or disposed of, including treasury shares.

**THIRTEENTH.** The names and addresses of the initial Board of Directors of the corporation are:

<u>Name</u>	<u>Address</u>
Thomas K. Liguzinski	250 East Fifth St., Cincinnati, OH 45202
William J. Maney II	250 East Fifth St., Cincinnati, OH 45202
Mark P. Muething	250 East Fifth St., Cincinnati, OH 45202
Jeffrey S. Tate	250 East Fifth St., Cincinnati, OH 45202

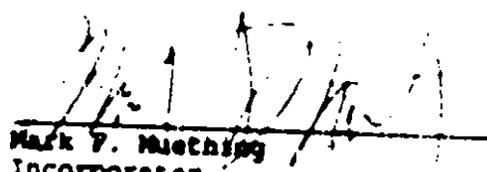
**THIRTEENTH.** The corporation may carry on any and all of its operations and business and promote its objects within the Commonwealth of Kentucky or elsewhere, without restrictions as to place or amount.

**FOURTEENTH.** The personal liability of a director to the corporation or its shareholders for monetary damages for breach of his duties as a director shall be eliminated or limited to the maximum extent permitted by law; provided, however, that this limitation shall not eliminate or limit the liability of a director:

- (a) For any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation or its shareholders;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law;

- (c) For any vote or assent to an unlawful distribution to shareholders as prohibited under KRS 271B.0-330; and
- (d) For any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, I have hereunto subscribed my name this  
day of November, 1994.

  
Mark V. Muething  
Incorporator

Prepared by:

Mark A. Weiss  
Keating, Muething & Klekamp  
1800 Provident Tower  
One East Fourth Street  
Cincinnati, Ohio 45202  
(513) 579-6400

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ATTORNEY  
APPROVED AS FILED

FEB 23 1996

KYRS. DEPT.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
AAG INSURANCE AGENCY, INC.

The undersigned duly authorized officer of AAG INSURANCE AGENCY, INC., a Kentucky corporation (the "Corporation"), in accordance with the provisions of Section 271B.10-060 of the Kentucky Revised Statutes, DOES HEREBY CERTIFY THAT:

WHEREAS, a resolution to propose an amendment to Article Seventh of this Corporation's Articles of Incorporation was adopted by the Board of Directors of the Corporation by unanimous written consent effective February 12, 1996;

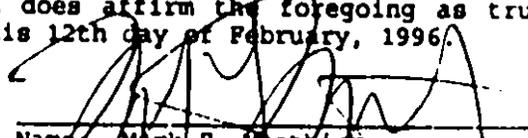
WHEREAS, pursuant to Section 271B.10-030 of the Kentucky Revised Statutes, the Board of Directors of the Corporation submitted the proposed amendment to Article Seventh to the sole shareholder of the Corporation, American Annuity Group, Inc. ("AAG"), and recommended approval of the amendment by such shareholder; and

WHEREAS, AAG, the sole shareholder of the Corporation, approved the amendment to Article Seventh of the Corporation's Articles of Incorporation, by an action in writing effective February 12, 1996;

NOW, THEREFORE, BE IT RESOLVED, that Article Seventh of the Articles of Incorporation of the Corporation filed with the Secretary of State of Kentucky on December 6, 1994, is hereby deleted in its entirety, and substituted in place thereof is the following:

"Seventh. The purpose for which the corporation is formed is to engage in the transaction of any and all lawful business permitted to be performed by a life insurance agency as well as such other business for which a corporation may be incorporated under Chapter 271B of the Kentucky Revised Statutes."

IN WITNESS WHEREOF, the undersigned has executed and subscribed this Certificate and does affirm the foregoing as true under penalties of perjury this 12th day of February, 1996.

  
Name: Mark P. Stetminger  
Title: President

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STATE SECRETARY