

Filing Fee \$30.00

**State of Rhode Island and Providence Plantations**

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF**

AMERICAN RESERVE LIFE INSURANCE COMPANY.....

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is American Reserve Life Insurance Company

SECOND: The shareholders of the corporation on March 21, 1980, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

FIRST: The name of the corporation is Celtic Life Insurance Company. ✓

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 110,000 ; and the number of shares entitled to vote thereon was 110,000.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
\$10 Par Common	110,000

FIFTH: The number of shares voted for such amendment was 110,000 ; and the number of shares voted against such amendment was None .

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
\$10 Par Common	110,000	None

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

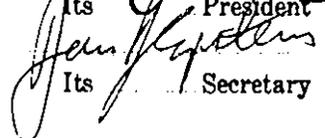
No change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change

Dated March 21, 19 80

AMERICAN RESERVE LIFE INSURANCE COMPANY

By  Its President  
and  Its Secretary

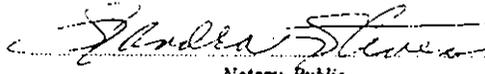
ILLINOIS  
STATE OF ~~RHODE ISLAND~~

COUNTY OF COOK

} Sc.

At 208 S. LaSalle Street, Chgo. in the State of Illinois  
on this 21st day of  
March, 19 80, personally appeared before me Frederick J.  
Manning, who, being by me first duly sworn, declared that he is the  
President of American Reserve Life Insurance Company

that he signed the foregoing document as President of the  
corporation, and that the statements therein contained are true.

  
Notary Public

(NOTARIAL SEAL)

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