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Filing fee: \$35.00

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

AAL Distributors Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on May 12, 1987, authorizing it to transact business in Rhode Island under the name of AAL Distributors Inc.

SECOND: The corporate name of the corporation has been changed to AAL Capital Management Corporation
(If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is AAL Capital Management Corporation.

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: No Change
(If no other or additional purposes are proposed, insert "No change.")

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: (See §§7-1.1-103, 7-1.1-109, 7-1.1-110, of the General Laws, 1956, as amended.) (If increase of authorized capital stock, state:

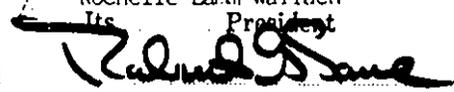
| Number of Shares | Class | Series | Par Value per Share or Statement that Shares are without Par Value |
|------------------|--------|--------|--|
| 1,000 | Common | N/A | \$.01 |

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 3.2 million
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 0
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$ 7 million
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 0

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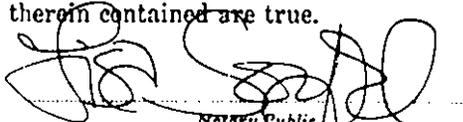
Dated June 6, 1991

By 
 Rochelle Larm Wallach
 Its President

and 
 Robert G. Same
 Its Secretary

STATE OF Wisconsin }
 COUNTY OF Outagamie } Sc.

At 222 W. College Avenue in said County on the 6th day
 of June 19 91, before me personally appeared Rochelle Larm Wallach
 and Robert G. Same, who being by me first duly sworn, declared that ~~he~~ they are
 President and Secretary of AAL Capital Management Corporation,
 that ~~he~~ they signed the foregoing document as such officers
 of the corporation, and that the statements therein contained are true.


 Notary Public
 Lisa Soufa, notary public
 My commission expires 10-01-92

(NOTARIAL SEAL)

1991 JUN 10 10 50 AM '91

REC'D & FILED MAR 25 1991

PLP#14 7126Z



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER OF "AAL ADVISORS INC." MERGING WITH AND INTO "AAL DISTRIBUTORS INC." UNDER THE NAME OF "AAL CAPITAL MANAGEMENT CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF MARCH, A.D. 1991, AT 4 O'CLOCK P.M.

* * * * *



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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: #0792453

DATE: 03/19/1991

CERTIFICATE OF MERGER

OF

**AAL ADVISORS INC.
(A Delaware Corporation)**

INTO

**AAL DISTRIBUTORS INC.
(A Delaware Corporation)**

The undersigned corporation does hereby certify:

First: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

| <u>Name</u> | <u>State of Incorporation</u> |
|-----------------------|-------------------------------|
| AAL Advisors Inc. | Delaware |
| AAL Distributors Inc. | Delaware |

Second: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

Third: That the name of the surviving corporation of the merger is AAL Distributors Inc., a Delaware corporation, which shall herewith be changed to AAL Capital Management Corporation.

Fourth: That the Certificate of Incorporation of AAL Distributors Inc., a Delaware corporation, as in effect immediately prior to filing this Certificate of Merger with the Delaware Secretary of State's Office, shall be the Certificate of Incorporation of the surviving corporation, except for the amendments to Articles First and Fourth of the Certificate of Incorporation, changing the name of the Surviving Corporation and increasing the number of authorized shares, respectively, as set forth on Exhibit 1 annexed hereto.

Fifth: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is:

AAL Capital Management Corporation
222 W. College Avenue
Appleton, WI 54919-0007

EXHIBIT 1

**AAL DISTRIBUTORS INC.
AMENDMENT TO CERTIFICATE OF INCORPORATION**

WHEREAS, it has been determined by the Board of Directors to be in the best interest of AAL Distributors Inc. to change its name to AAL Capital Management Corporation; and

WHEREAS, it has been determined by the Board of Directors to be in the best interest of AAL Distributors Inc. to increase the number of authorized shares.

NOW, THEREFORE, BE IT RESOLVED, that Article First of the Certificate of Incorporation is hereby amended by striking out the whole Article First thereof as it now exists and inserting in lieu thereof a new Article First, reading as follows:

FIRST: The name of the corporation is AAL Capital Management Corporation.

FURTHER RESOLVED, that Article Fourth of the Certificate of Incorporation is hereby amended by striking out the whole Article Fourth thereof as it now exists and inserting in lieu thereof a new Article Fourth, reading as follows:

FOURTH: The total number of common shares of stock which the corporation is authorized to issue is 1,000 and the par value of each of such shares is \$0.01.