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State of Rhode Island and Providence Plantations

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

Keystone Provident 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 Keystone Provident Life
Insurance Company

SECOND: The shareholders of the corporation on October 1, 1990,
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)]

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 1,205,999; and the number of shares entitled to vote thereon was 1,205,999

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>
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NONE

FIFTH: The number of shares voted for such amendment was 1,205,999; and the number of shares voted against such amendment was -0-

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>

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 October 2, 1990

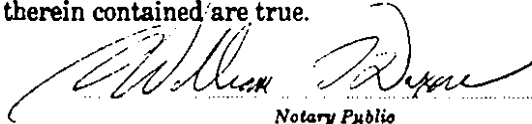
Keystone Provident Life Insurance Company
By Robert R. Baird
Its Sr. Vice President
and Jane J. Cluzan
Its Asst. Secretary

STATE OF MASSACHUSETTS
STATE OF RHODE ISLAND

COUNTY OF Suffolk

} Sc.

At Boston in said county on this 2nd day of
October, 19 90, personally appeared before me
Robert R. Baird, who, being by me first duly sworn, declared that he is the Senior
Vice President and Gen. Counsel of Keystone Provident Life Insurance Company
that he signed the foregoing document as Senior Vice President of the
corporation, and that the statements therein contained are true.



Notary Public
My Commission Expires May 24, 1998

(NOTARIAL SEAL)

WILLIAM L. DIXON, Notary Public

RECEIVED
SECRETARY OF STATE
CORPORATION

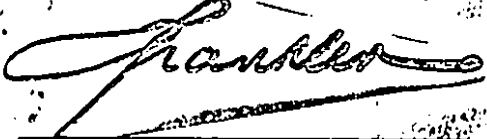
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REVIEWED AND APPROVED BY:



Fred J. Franklin, Director
DEPARTMENT OF BUSINESS REGULATION

AMENDMENT TO CHARTER (ARTICLES OF INCORPORATION)
PURSUANT TO SECTIONS 7-1-5 AND 7-1.1-53.1 OF THE RHODE ISLAND GENERAL LAWS

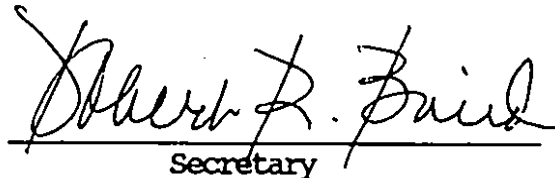
We, Robert G. Sharp, President and Robert R. Baird, Secretary, of Keystone Provident Life Insurance Company located at 235 Promenade Street, Providence, Rhode Island, do hereby certify that the following amendment to the Charter (Articles of Incorporation) of the Company was duly adopted at a meeting held on October 1, 1990, by vote of 1,205,992 shares of common stock out of 1,205,992 shares outstanding:

Section 1 of the Charter (Articles of Incorporation) is amended effective 12:00:01 a.m. on January 1, 1991, by changing the name of the Corporation to "Keypoint Life Insurance Company".

In witness whereof and under the penalties of perjury, we have hereto signed our names this 1st day of October, 1990.



Robert G. Sharp
President



Robert R. Baird
Secretary