

800387

A MUTUAL COMPANY



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January 25, 2001

Via Federal Express
Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/26/01--01129--003
*****78.75 *****78.75

Re: Merger of National Insurance Services, Inc. (a Florida Corp.)
Into it's Parent Company, Pan-American Life Insurance
Company (a Louisiana Corporation)

FILED
01 JAN 26 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

National Insurance Services, Inc., a Florida Corporation (hereinafter "NIS") is being merged into its parent corporation, Pan-American Life Insurance Company, a Louisiana company (hereinafter "Pan-American"). Pan-American will be the surviving corporation.

The following documents necessary to accomplish the merger are enclosed:

1. Resolution of Pan-American authorizing the merger;
2. Resolution of NIS authorizing the merger;
3. Articles of Merger;
4. Plan of Merger; and
5. Check in the amount of \$78.75 for the filing fee and receipt of a certified copy of the approval of the merger.

Please send us a certified copy of your Department's approval of the merger as soon as possible so that we may file it with the Louisiana Department of Insurance for its approval.

If you have any questions, please call me.

Sincerely,

(Ms.) Dallas R. McGlinn
Compliance/Legal Assistant
Direct Dial No.: 504-566-3997
Fax: 504-566-3787

Cc: William T. Steen

merger
T. LEWIS JAN 30 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONAL INSURANCE SERVICES, INC., a Florida corporation, F80284.

INTO

PAN - AMERICAN LIFE INSURANCE COMPANY, a Louisiana entity, 800387

File date: January 26, 2001

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

First. The Name of the surviving corporation is Pan-American Life Insurance Company, a Louisiana Company.

Second. The name of the merging corporation is National Insurance Services, Inc., a Florida Corporation.

Third. The Plan of Merger is attached.

Fourth. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth. The Plan of Merger was adopted by the board of directors of the surviving corporation on January 16, 2001 and owner approval was not required.

Sixth. The Plan of Merger was adopted by the board of directors of the merging corporation on January 16, 2001 and owner approval was not required.

William T. Steen
WILLIAM T. STEEN
CORPORATE SECRETARY
PAN-AMERICAN LIFE
INSURANCE COMPANY

William T. Steen
WILLIAM T. STEEN
PRESIDENT
NATIONAL INSURANCE
SERVICES, INC.

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

Pan-American Life Insurance Company, a Louisiana Company ("Pan-American"), is the surviving corporation and it owns 100% of the shares of the subsidiary corporation.

National Insurance Services, Inc., a Florida Corporation ("NIS"), is a subsidiary corporation of Pan-American Life Insurance company.

Surviving Corporation, Pan-American, owns 100% of the shares of National Insurance Services, Inc., subsidiary. Pan-American shall absorb all of the remaining assets and liabilities of National Insurance Services, Inc. The assets of NIS consist of real estate valued at \$4,365,124, and other assets valued at \$1,021,038. The liabilities of NIS total \$4,560,582.

RESOLUTION

RESOLVED, that Pan-American Life Insurance Company ("Pan-American") and its subsidiary, National Insurance Services, Inc. ("NIS"), shall merge into one company, with Pan-American Life Insurance Company to remain the survivor corporation. The name of the surviving corporation will remain Pan-American Life Insurance Company, and the articles of incorporation and by-laws of Pan-American shall not change as a result of this transaction.

Pan-American shall absorb all of the assets and liabilities of National Insurance Services, Inc. Currently, Pan-American owns 100% of the shares of National Insurance Services, Inc. The assets of NIS consist of real estate valued at \$4,365,124 and other assets valued at \$1,021,038. The liabilities of NIS total \$4,560,582.

Pursuant to La. R.S. 12:112(E)(2), neither Pan-American nor NIS is required to notify its owners of the transaction. However, copies of a Certificate of Merger and this Resolution shall be on file and available for inspection by the owners of either company upon request.

IT IS FURTHER RESOLVED that William T. Steen, as Corporate Secretary, is authorized to sign all documents relating to such merger.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a resolution passed by the Board of Directors of Pan-American Life Insurance Company at a meeting duly and legally held on January 16, 2001, and that said resolution has not been amended or revoked.

William T. Steen
William T. Steen
Corporate Secretary
Pan-American Life Insurance Company

(Corporate Seal)

RESOLUTION

RESOLVED, that Pan-American Life Insurance Company ("Pan-American") and its subsidiary, National Insurance Services, Inc. ("NIS"), shall merge into one company, with Pan-American Life Insurance Company to remain the survivor corporation. The name of the surviving corporation will remain Pan-American Life Insurance Company, and the articles of incorporation and by-laws of Pan-American shall not change as a result of this transaction.

Pan-American shall absorb all of the assets and liabilities of National Insurance Services, Inc. Currently, Pan-American owns 100% of the shares of National Insurance Services, Inc. The assets of NIS consist of real estate valued at \$4,365,124 and other assets valued at \$1,021,038. The liabilities of NIS total \$4,560,582.

Pursuant to La. R.S. 12:112(E)(2) and F.S. 607.1104, neither Pan-American nor NIS are required to notify its owners of the transaction. Since Pan-American owns 100% of the shares of NIS, there are no other shareholders of NIS to be notified. However, copies of a Certificate of Merger and this Resolution shall be on file and available for inspection upon request.

IT IS FURTHER RESOLVED that William T. Steen, as President, General Counsel and Secretary of NIS, is authorized to sign all documents relating to such merger.

CERTIFICATE

I hereby certify that the above is a true and correct copy of a resolution passed by the Board of Directors of National Insurance Services, Inc. at a meeting duly and legally held on January 16, 2001, and that said resolution has not been amended or revoked.

William T. Steen
William T. Steen
President
National Insurance Services, Inc.

(Corporate Seal)