

CERTIFICATE OF PAID-UP CAPITAL

whereas, the UNITED INSURANCE COMPANY OF AMERICA, located at CHICAGO, in the Scate of ILLINOIS, has, by Resolution duly filed with this Department decreased its paid-up capital from \$10,238,317.50 to \$10,152,087.50 and from 4,095,327 shares, par value \$2.50 per share to 1,060,835 shares, par value \$2.50 per share; and

WHEREAS, the decrease in the capital of said Company was the result of the cancellation of 34,492 shares of common stock acquired from minority shareholders under the terms of the Agreement and Plan of Merger date: December 28, 1989 between said Company, United Transition Co., and Teledyne, Inc.; and

WHEREAS, the decrease in the capital was accomplished by transferring the sum of \$86,230 from the capital account to the surplus account.

NOW, THEREFORE, I, the undersigned Director of Insurance of the State of Illinois, do hereby certify that the paid-up capital of UNITED INSURANCE COMPANY OF AMERICA is \$10,152.087.50.

IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the seal of my office. Done at the City of Springfield, this 29TH day of DECEMBER. 1989.

ZACK STAMP

Director of Insurance

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Return To:

Mr. Samuel L. Fitzpatrick
United Insurance Company of America
One East Wacker Drive
Chicago, Illinois 60601



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