

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE



0628589.09

Ghance
P601

Trey Grayson
Secretary of State
Received and Filed
03/23/2006 9:06:21 AM
Fee Receipt: \$10.00

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH

Pursuant to the provisions of Chapters 271B or 273 of the Kentucky Revised Statutes, the undersigned hereby applies to change the registered office or registered agent, or both on behalf of

Arrowood Benefits Group - Midwest, Inc.

(Exact name of corporation)

which is organized in the state of Kentucky, and for that purpose submits the following statements:

1. Name of current registered agent

Steven A. Goodman

2. Registered agent is hereby changed to

3. Address of current registered office

c/o Goldberg & Simpson, PSC
3000 National City Tower
Louisville, KY 40202

4. Registered office is hereby changed to

c/o Lynch, Cox, Gilman & Mahan, P
500 W. Jefferson St., Suite 2100
Louisville, KY 40202

The street address of the registered office and the business office of the registered agent, as changed, will be identical.

5. Signature of officer or chairman of the board

Duncan T. Macdonald
Signature and Title

Duncan T. Macdonald, President

Type or Print Name and Title

Dated: 3/7/06

6. Consent of Registered Agent

I, _____
(Print or type name)
consent to serve as the registered agent on behalf of the
corporation.

Signature of Registered Agent

Type or Print Name & Title, if applicable