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MORRIS, MANNING & MARTIN

A LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AT LAW

1600 ATLANTA FINANCIAL CENTER
3343 PEACHTREE ROAD, N.E.

ATLANTA, GEORGIA 30326-1044

404 233-7000

FACSIMILE 404 365-9532

MEMBER,

COMMERCIAL LAW AFFILIATES
WITH INDEPENDENT FIRMS
IN PRINCIPAL CITIES WORLDWIDE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 27 PM 2: 18

MEMORANDUM

VIA FEDERAL EXPRESS

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-02/27/98-01112-005
*****43.75 *****43.75

TO: Florida Secretary of State / Division of Corporations
FROM: Judy Baird
RE: Chubb Life Insurance Company of America and Chubb Colonial Life Insurance Company / Name Change
DATE: February 26, 1998

- Enclosed are the following documents to effect a name change for the above referenced companies :
1. Application for Amendment for each company;
 2. Certified copies of the Articles of Amendment issued by the domicillary states within the last 90 days;
 3. Checks in the amount of \$43.75 to cover the filing fees and issuance of the Certificate of Status for each company.

Please send the Certificates of Status to :

Judy Baird
Morris Manning & Martin
3343 Peachtree Road Suite 1600
Atlanta, Georgia 30326

Please send the Certificates Federal Express and charge to # 0300-4448-7. If you should have any questions, please call 404/ 504-7743. Thank you for your assistance in this matter.

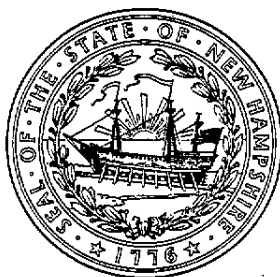
Enclosures

*Effective date
5-1-98*

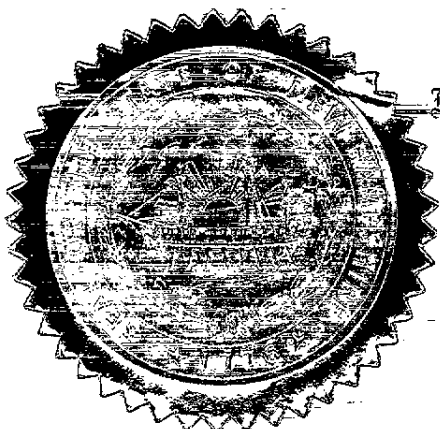
*N.C.
03-03-98
cc*

State of New Hampshire

OFFICE OF SECRETARY OF STATE



I, ROBERT P. AMBROSE, Deputy Secretary of State of the State of New Hampshire, do hereby certify that the following and hereto attached is a true copy of the Certificate of Restated Articles of Incorporation including Designated Amendments of CHUBB LIFE INSURANCE COMPANY OF AMERICA changing its name to JEFFERSON PILOT FINANCIAL INSURANCE COMPANY to be effective May 1, 1998 as filed in this office and held in the custody of the Secretary of State.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Seal of the State, at Concord, this 19th day of February A.D. 19 98

Robert P. Ambrose

Deputy Secretary of State

State of New Hampshire
Department of State

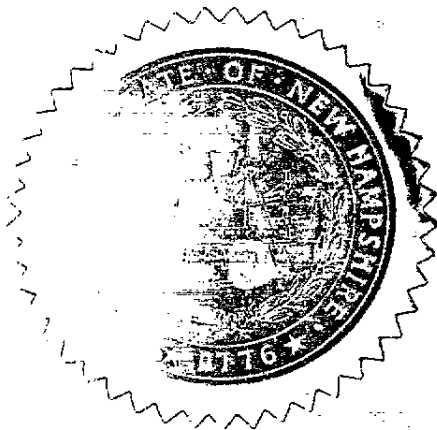
CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION INCLUDING
DESIGNATED AMENDMENTS

OF

CHUBB LIFE INSURANCE COMPANY OF AMERICA

The undersigned, as Deputy Secretary of State of the State of New Hampshire, hereby certifies that duplicate originals of the Restated Articles of Incorporation including Designated Amendments of CHUBB LIFE INSURANCE COMPANY OF AMERICA changing name to JEFFERSON PILOT FINANCIAL INSURANCE COMPANY, duly signed pursuant to the provisions of the New Hampshire Business Corporation Act, have been received in this office.

ACCORDINGLY the undersigned, as such Deputy Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Restated Articles of Incorporation including Designated Amendments of CHUBB LIFE INSURANCE COMPANY OF AMERICA changing name to JEFFERSON PILOT FINANCIAL INSURANCE COMPANY (filed February 5, 1998 to be effective May 1, 1998) and attaches hereto a duplicate original of the Restated Articles of Incorporation including Designated Amendments.



IN TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 5th day of February A.D. 1998

Robert P. Ambrose

Robert P. Ambrose
Deputy Secretary of State

Filing fee: \$35.00
Use black print or type.
Leave 1" margins both sides.

Form No. 16-A
RSA 293-A:10.07

FILED

RESTATED
ARTICLES OF INCORPORATION
INCLUDING DESIGNATED AMENDMENT(S)

FEB - 5 1998
EFFECTIVE MAY 1, 1998
WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION, PURSUANT TO A RESOLUTION DULY ADOPTED BY ITS BOARD OF DIRECTORS, HEREBY ADOPTS THE FOLLOWING RESTATED ARTICLES OF INCORPORATION, INCLUDING DESIGNATED AMENDMENT(S):

Name of corporation as presently recorded: _____

Chubb Life Insurance Company of America

(Here insert the Restated Articles of Incorporation,
as amended including the Designated Amendments.)

[Attach additional sheet(s) for more space.
Insert corporate name at top of each page.]

RESTATED ARTICLES OF INCORPORATION
 INCLUDING DESIGNATED AMENDMENT(S)
 OF Chubb Life Insurance Company of America

Form No. 16-A
 (Cont.)

If the amendment(s) provides for an exchange, reclassification, or cancellation of issued shares, provision for implementing the amendment if not contained in the amendment(s);

N.A.

Except for the Designated Amendment(s) to Article(s) (Note 1) _____

Article 1
 the Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as previously amended, and the Restated Articles of Incorporation together with the Amendment(s) designated herein supersede the original Articles of Incorporation and all amendments to the Articles.

FIRST: (Check one)

The restated articles contain amendment(s) adopted by the board of directors and did not require shareholder approval.

The restated articles contain amendment(s) which required shareholder approval.

SECOND: The amendment(s) were adopted on (date) November 19, 1997

THIRD: The amendment(s) were approved by the shareholders. (Note 2)

<u>Designation (class or series) of voting group</u>	<u>Number of shares outstanding</u>	<u>Number of votes entitled to be cast</u>	<u>Number of votes indisputably represented at the meeting</u>
Common	600,000	600,000	600,000

<u>Designation (class or series) of voting group</u>	<u>Total number of votes cast:</u>		<u>OR</u>	<u>Total number of undisputed votes cast FOR</u>
	<u>FOR</u>	<u>AGAINST</u>		
Common	600,000	-0-		600,000

RESTATED ARTICLES OF INCORPORATION
INCLUDING DESIGNATED AMENDMENT(S)
OF Chubb Life Insurance Company of America

Form No. 16-A
(Cont.)

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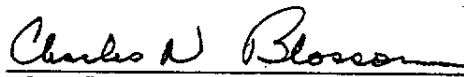
FOURTH: The number cast for the amendment(s) by each voting group was sufficient for approval.

Dated December 17, 19 97

Chubb Life Insurance Company of America (Note 3)

By  (Note 4)
Signature of its Executive Vice President

Charles C. Cornelio
Print or type name
APPROVED BY:


Charles N. Blossom
Insurance Commissioner
State of New Hampshire Insurance Department
This 17th Day of December, 1997.

- Notes:
1. Here insert Restated Article NUMBER(S) which are being amended at this time.
 2. All sections under "THIRD" must be completed. If any voting group is entitled to vote separately, give respective information for each voting group. (See RSA 293-A:1.40 for definition of voting group.)
 3. Exact corporate name of corporation adopting the restated articles of incorporation.
 4. Signature and title of person signing for the corporation. Must be signed by the chairman of the board of directors, president or another officer; or see RSA 293-A:1.20(f) for alternative signatures.

Mail fee and ORIGINAL and ONE EXACT OR CONFORMED COPY to: Secretary of State,
State House, Room 204, 107 North Main Street, Concord, NH 03301-4989

AMENDED AND RESTATED CHARTER

JEFFERSON PILOT FINANCIAL INSURANCE COMPANY
effective May 1, 1998
formerly
CHUBB LIFE INSURANCE COMPANY OF AMERICA

1. Name. The name of the Corporation shall be Jefferson Pilot Financial Insurance Company, effective May 1, 1998.
2. Principal Purpose. The principal purpose or purposes for which this corporation is established are to insure persons against loss of life, illness, or personal injury resulting from any cause, to make contracts for endowments, to grant and purchase annuities, to insure persons and corporations against loss on account of liability to others for personal injuries, fatal or otherwise, to issue and become surety upon official, indemnity and other bonds, and in general to conduct the business of life, health, casualty, liability and indemnity insurance, in any or all its branches, to invest its funds in real estate, personal property and securities, subject to such limitations as may be provided by law, and to manage, convey, mortgage, and pledge the same or any part thereof as required in the transaction of its business, and to purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real and personal property, wherever situated; and the corporation may engage in any other business for which a corporation may now or hereafter be organized under and may exercise all general powers conferred by applicable law.
3. Shares. The aggregate number of shares which the corporation shall have authority to issue is Six Hundred Thousand (600,000) shares of stock, of five dollar (\$5.00) par value, all of the same class.
4. Amendment. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Charter, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.
5. Directors Liability. A director or officer of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, or both, except with respect to (a) any breach of the director's or officer's duty of loyalty to the corporation or its stockholders, (b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law, (c) actions for which a director may be liable under RSA 293-A:8.33, and (d) any transaction from which the director, officer or both derived an improper personal benefit.
6. Indemnification. The corporation shall have the power to indemnify its directors to the fullest extent permitted by law.

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7. Re-Domestication. This Amended and Restated Charter is meant to be the Amended and Restated Charter of the same company incorporated in the State of Tennessee on October 9, 1903, under the name "Volunteer State Life Insurance Company," as re-domesticated to the State of New Hampshire, with all of the corporate incidents continuing, including, but not limited to, assets, liabilities and other obligations, licenses, contracts, rates, policy forms and agent appointments.