

LEBOEUF, LAMB, GREENE & MACRAE
L.L.P.

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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125 WEST 55TH STREET
NEW YORK, NY 10019-5389
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SAN FRANCISCO
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ALMATY
LONDON
(A LONDON-BASED
MULTINATIONAL PARTNERSHIP)
SÃO PAULO
IN ASSOCIATION WITH
TAVARES GUERREIRO ADVOGADOS

WRITER'S DIRECT DIAL:

212-424-8491

December 17, 1998

VIA FEDEX

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

700002715877--6
-12/18/98-01054-015
*****43.75 *****43.75

Attention: Amendments

Re: Name Change of The Life Insurance Company of Virginia (NAIC #65536) ("LOV"), a Virginia domiciled life insurance company, to GE Life and Annuity Assurance Company

Dear Sir:

We hereby submit for filing two original executed copies of an Application by Foreign Profit Corporation to Life Amendment to Application for Authorization to Transact Business in Florida (the "Application") in connection with the above referenced name change of LOV to GE Life and Annuity Assurance Company, to be effective on January 1, 1999. We also enclose a certified copy of the Articles of Amendment effecting the name change in Virginia. Once the Application has been filed, please retain one of the enclosed original copies of the Application for your files and return the other copy, as filed, to me. Additionally, we would like to order a Good Standing Certificate in the new name. A check in the amount of \$43.75 for the filing fee (including \$35.00 for the filing fee, and \$8.75 for the Good Standing Certificate) is included herewith.

I have also enclosed herewith a return pre-paid Federal Express envelope. Please return the original copy of the Application as filed and the Good Standing Certificate via Federal Express in this envelope at our expense.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 DEC 18 PM 1:14
FILED
98 DEC 18 AM 11:14

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FFX
*Cul Copy

Florida Department of State
Division of Corporations
December 17, 1998
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Because the Florida Department of Insurance has requested the Good Standing Certificate in order to issue to LOV a license to transact insurance business in Florida in the new name, it is important that the Good Standing Certificate be returned as quickly as possible. Accordingly, if you have any questions regarding this matter or require any additional information, please do not hesitate to call me at 212-424-8491. Thank you for your assistance in this matter.

Sincerely,


Scott D. Avitabile

Encl.

ARTICLES OF AMENDMENT

of

THE LIFE INSURANCE COMPANY OF VIRGINIA

1. The name of the corporation is THE LIFE INSURANCE COMPANY OF VIRGINIA.
2. The amendment hereby adopted to the Restated Articles of Incorporation by this Articles of Amendment, to be effective on January 1, 1999, is the deletion of the name:

The Life Insurance Company of Virginia

in Section 1 as the name and style of the Company and the substitution, in lieu thereof, of the name:

GE Life and Annuity Assurance Company

to be the name and style of the Company henceforth.

3. Effective on May 18, 1998, the Board of Directors found the amendment to be in the best interests of the corporation and directed that it be submitted to the corporation's two shareholders, General Electric Capital Assurance Company and GE Financial Assurance Holdings, Inc., for their approval.
4. 4,000 shares of Capital Stock, par value \$1,000 per share, are issued and outstanding and effective on May 18, 1998, the holders thereof, General Electric Capital Assurance Company and GE Financial Assurance Holdings, Inc., unanimously consented in writing to such amendment.

The undersigned declares that the facts herein stated are true as of May 18, 1998

THE LIFE INSURANCE COMPANY OF VIRGINIA

By: 

Name: Pamela S. Schutz

Title: President

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

December 17, 1998

The State Corporation Commission has found the accompanying articles submitted on behalf of

GE LIFE AND ANNUITY ASSURANCE COMPANY
(FORMERLY LIFE INSURANCE COMPANY OF VIRGINIA, THE)

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective January 1, 1999.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT
CIS20317
98-12-09-0507

Commonwealth of Virginia

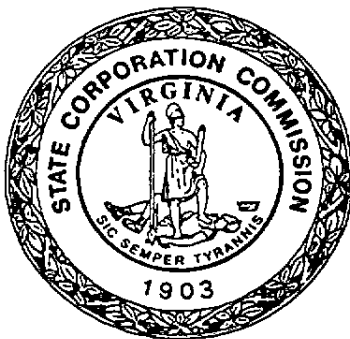


State Corporation Commission

I Certify the Following from the Records of the Commission:

the foregoing is a true copy of the ARTICLES OF AMENDMENT of GE Life and Annuity Assurance Company issued December 17, 1998.

Nothing more is hereby certified.



Signed and Sealed at Richmond
on this Date: December 17, 1998

Joel H. Peck

Clerk of the Commission