

8057603

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

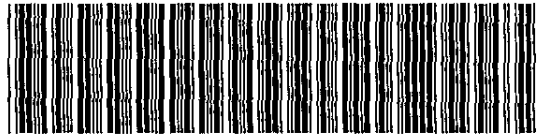
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAR -7 PM 12:16

Ps 3/7/06
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Name change of GE Life and Annuity Assurance Company, effective 1/1/06
(Name of Corporation)

DOCUMENT NUMBER: 805763

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Shelley M. Sullivan Schroeter
(Name of Contact Person)

Genworth Financial
(Firm/Company)

6620 West Broad Street, Bldg. 1
(Address)

Richmond, Virginia 23221
(City/State and Zip Code)

For further information concerning this matter, please call:

Shelley M. Sullivan at (804) 662-2562
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

805763

(Document number of corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAR - 7 PM '06

1. GE Life and Annuity Assurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Virginia (Incorporated under laws of) 3. 05/18/1944
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 1, 2006
5. Genworth Life and Annuity Insurance Company
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- _____
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.
- _____
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
(New jurisdiction)

Shelley M. Sullivan Schroeter
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Shelley M. Sullivan Schroeter
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

Commonwealth of Virginia



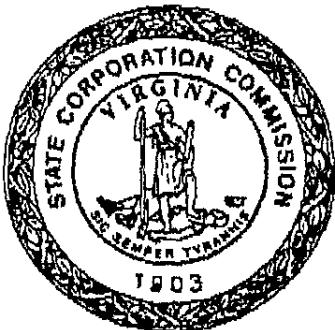
State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the articles of amendment filed in this office by GENWORTH LIFE AND ANNUITY INSURANCE COMPANY on December 19, 2005 effective as of January 1, 2006.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:
December 19, 2005*



Joel H. Beck
Joel H. Beck, Clerk of the Commission

ARTICLES OF AMENDMENT
of
GE LIFE AND ANNUITY ASSURANCE COMPANY

- 1. The name of the corporation is GE LIFE AND ANNUITY ASSURANCE COMPANY.
- 2. The amendment hereby adopted to the Restated Articles of Incorporation by these Articles of Amendment, to be effective on January 1, 2006, is the deletion of the name:

GE LIFE AND ANNUITY ASSURANCE COMPANY

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

GENWORTH LIFE AND ANNUITY INSURANCE COMPANY

to be the name and style of the Company hereinafter.

- 3. Effective April 22, 2005, the Board of Directors of GE Life and Annuity Assurance Company found the amendment to be in the best interests of the corporation and directed that it be submitted to the corporation's sole voting shareholder, General Electric Capital Assurance Company for its approval.
- 4. Twenty-five thousand six hundred and fifty one (25,651) shares of Common Stock, par value \$1,000 per share, of GE Life and Annuity Assurance Company are issued and outstanding. Effective as of April 25, 2005, the holder thereof, General Electric Capital Assurance Company, unanimously consented in writing to such amendment.

The undersigned declares that the facts herein stated are true as of June 27, 2005.

GE LIFE AND ANNUITY ASSURANCE
COMPANY

By Ward E. Bobitz
Name: Ward E. Bobitz
Title: Vice President and
Assistant Secretary

Commonwealth of Virginia
STATE CORPORATION COMMISSION

JANUARY 23, 2006

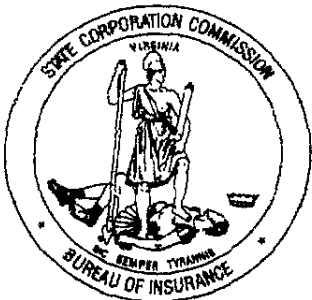
GENWORTH LIFE AND ANNUITY INSURANCE
COMPANY
6610 WEST BROAD STREET
RICHMOND VA 23230

is hereby licensed to transact the business of

LIFE
INDUSTRIAL LIFE
CREDIT LIFE
VARIABLE LIFE
ANNUITIES
VARIABLE ANNUITIES
ACCIDENT AND SICKNESS
CREDIT ACCIDENT AND SICKNESS

in the Commonwealth of Virginia through the thirtieth day of
June next succeeding the date hereof unless this license
shall be sooner revoked or otherwise cancelled.

ID: 65536



State Corporation Commission

Bureau of Insurance

By

Alfred W. Sun

Commissioner