

805763

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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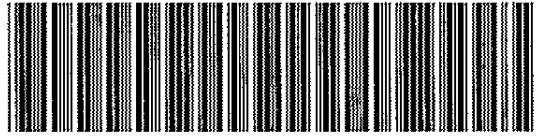
(Business Entity Name)

(Document Number)

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R.A. Chong

C. Couliette AUG 30 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 314738 7189970
AUTHORIZATION : *Spuddean*
COST LIMIT : \$35.00

ORDER DATE : August 16, 2006
ORDER TIME : 9:57 AM
ORDER NO. : 314738-010
CUSTOMER NO: 7189970

CHANGE OF AGENT

NAME: GENWORTH LIFE AND ANNUITY
INSURANCE COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Denise Mick

EXAMINER'S INITIALS: _____

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Virginia in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: GENWORTH LIFE AND ANNUITY INSURANCE COMPANY

2. The principal office address: 6610 West Broad Street, Richmond, VA 23230

3. The mailing address (if different): 6610 West Broad Street, Building 2, Richmond, VA 23230

4. Date of incorporation/qualification: May 18, 1944 Document number: 805763

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Chief Financial Officer

200 E Gaines Street, PO Box 6200 (32314-6200)

Tallahassee, FL 32399

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Corporation Service Company

1201 Hays Street

(P.O. Box NOT acceptable)

Tallahassee, FL 32301

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

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Thomas E. Duffy
(Signature of an officer or director)

THOMAS E. DUFFY, SR. VP, General Counsel and Secretary
(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

By: Michelle R. Vannoy
(Signature of Registered Agent)

Aug. 29, 2006
(Date)

If signing on behalf of an entity:

Michelle R. Vannoy, Asst. VP
(Typed or Printed Name)

*** FILING FEE: \$35.00 ***