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Phoenix Life Insurance Company
A member of The Phoenix Companies, Inc.

Thomas K. Liu
Paralegal
Law General

One American Row
PO Box 5056
Hartford, CT 06102-5056

Phone 860.403.5713
Fax 860.403.7203
thomas.liu@phoenixwm.com

VIA FEDERAL EXPRESS

July 27, 2001

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

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**RE: DEMUTUALIZATION AND NAME CHANGE -
PHOENIX HOME LIFE MUTUAL INSURANCE COMPANY to
PHOENIX LIFE INSURANCE COMPANY**

Dear Sir or Madam:

To effectuate the change of name for the above referenced company, please find enclosed the following items:

- Application for amendment to authorization to transact business in the state of Florida;
- Certified copy of the amended Articles of Incorporation; and
- Check for \$52.50.

Please send a Certificate of Status to my attention at the above address.

If you have any questions or concerns, please feel free to contact me at (860) 403-5713.

Yours truly,

Thomas K. Liu

enclosures

FILED
01 JUL 30 PM 12: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ac 8/2
n/c

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)

1. Phoenix Home Life Mutual Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. New York 3. May 22, 1958
Incorporated under laws of 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?

5. Phoenix Life 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.

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



Signature

7/27/2001

Date

Donald E. Bertrand

Typed or printed name

Vice President

Title

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
CHARTER**

PHOENIX LIFE INSURANCE COMPANY

CORPORATE NAME

Article I. The name of the Corporation shall hereafter be "Phoenix Life Insurance Company". The Corporation shall be a continuation of the corporate existence of Phoenix Home Life Mutual Insurance Company, which, simultaneously with the adoption of these bylaws, converted from a mutual life insurance company to a stock insurance company pursuant to Section 7312 of the Insurance Law of the State of New York. All references herein to the Insurance Law of the State of New York shall, to the extent applicable, be deemed to include any regulations promulgated thereunder.

PRINCIPAL OFFICE

Article II. The Corporation shall have a principal office in the County of Rensselaer in the State of New York.

MEETINGS OF THE SHAREHOLDERS

Article III. The Annual Meeting of the shareholders of the Company for the transaction of such business as the Board of Directors shall from time to time prescribe, shall be held on the third Monday of April or within sixty (60) days thereafter, as the Board of Directors may determine, either within or without the State of New York, as may be fixed from time to time by resolution of the Board of Directors and set forth in the notice or waiver of notice of the meeting. If the Board of Directors determines that the Annual Meeting shall be held on a date other than the third Monday of April, it shall notify the Superintendent of Insurance of the State of New York of the date of the Annual Meeting at least 60 days prior to the meeting. Special meetings of shareholders may be called at any time at the direction of the Chairperson or, in the event of his or her absence or disability, the Vice Chairperson or, in the event of his or her absence or disability, the Chief Executive Officer and shall be called at any time in accordance with the vote of the Directors, or at the written request of any three (3) of them.

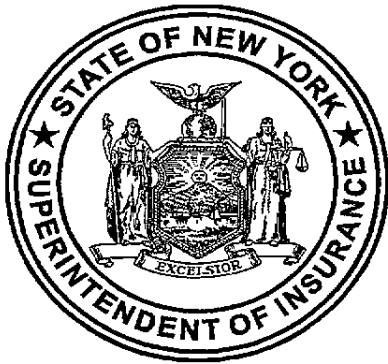
BUSINESS OF THE CORPORATION

Article IV. The business of the Corporation and the kinds of insurance to be undertaken by it are:

- (1) "life insurance" meaning every insurance upon the lives of human beings, and every insurance appertaining thereto, including the granting of endowment benefits,

STATE OF NEW YORK
INSURANCE DEPARTMENT

It is hereby certified that the annexed copy of Amended and Restated Charter of Phoenix Life Insurance Company, of East Greenbush, New York, as approved by this Department June 25, 2001, has been compared with the original on file in this Department and that it is a correct transcript therefrom and of the whole of said original.



In Witness Whereof, I have hereunto set my hand and affixed the official seal of this Department at the City of Albany, this 25th day of June, 2001.

Jack M. Dennis

Special Deputy Superintendent

additional benefits in the event of death by accident, additional benefits to safeguard the contract from lapse, accelerated payments of part or all of the death benefit or a special surrender value upon diagnosis (a) of terminal illness defined as a life expectancy of twelve months or less, or (b) of a medical condition requiring extraordinary medical care or treatment regardless of life expectancy, or upon (c) certification by a licensed health care practitioner of any condition which requires continuous care for the remainder of the insured's life in an eligible facility or at home when the insured is chronically ill as defined by Section 7702(B) of the Internal Revenue Code and regulations thereunder, provided the accelerated payments qualify under Section 101(g)(3) of the Internal Revenue Code and all other applicable sections of federal law in order to maintain favorable tax treatment or provide a special surrender value, upon total and permanent disability of the insured, and optional modes of settlement of proceeds. "Life insurance" also includes additional benefits to safeguard the contract against lapse in the event of unemployment of the insured. Amounts paid the insurer for life insurance and proceeds applied under optional modes of settlement or under dividend options may be allocated by the insurer to one or more separate accounts pursuant to Section 4240 of the Insurance Law;

- (2) "annuities" meaning all agreements to make periodical payments for a period certain or where the making or continuance of all or some of a series of such payments, or the amount of any such payment, depending upon the continuance of human life, except payments made under the authority of paragraph one hereof. Amounts paid to the insurer to provide annuities and proceeds applied under optional modes of settlement or under dividend options may be allocated by the insurer to one or more separate accounts pursuant to Section 4240 of the Insurance Law; and
- (3) "accidental and health insurance" meaning (a) insurance against death or personal injury by accident or by any specified kind or kinds of accident and insurance against sickness, ailment or bodily injury, including insurance providing disability benefits pursuant to article nine of the workers' compensation law, except as specified in item (b) hereof; and (b) non-cancelable disability insurance, meaning insurance against disability resulting from sickness, ailment or bodily injury (but excluding insurance solely against accidental injury) under any contract which does not give the insurer the option to cancel or otherwise terminate the contract at or after one year from its effective date or renewal date;

as authorized by and under Charter and Paragraphs 1, 2 and 3 of Section 1113(a) of the Insurance Law of the State of New York; and the Corporation is specifically empowered to accept and to cede reinsurance of any such risks or hazards. The Corporation may undertake such other reinsurance business as may be permitted to it by Section 1114 of said Insurance Law and such other kinds of business as permitted under Section 4205 of said Insurance Law. The Corporation shall also have the power and authority to provide general investment advisory and financial management services and to conduct and carry on any other kind or kinds of business permitted to be conducted by stock life insurance companies under the Insurance Law of the State of New

York, and to invest in affiliated entities to the extent permitted by said Insurance Law, as well as the general rights, powers and privileges now or hereafter granted by the Insurance Law of the State of New York or any other law applicable to stock life insurance companies having power to do the kinds of business herein above referred to and any and all other rights, powers and privileges of the Corporation as the same may now or hereafter be declared by applicable law.

The Corporation may exercise such powers outside New York to the extent permitted by the laws of the particular jurisdiction. Policies or other contracts may be issued stipulated to be participating or non-participating; and they may be with or without seal.

Article V. The amount of capital of the Corporation shall be TEN MILLION DOLLARS (\$10,000,000.00), consisting of 10,000 shares of common stock with a par value of ONE THOUSAND DOLLARS (\$1,000.00) per share.

BOARD OF DIRECTORS

Article VI. The care and direction of the affairs, business and property of the Corporation shall be vested in a Board of Directors consisting of not fewer than thirteen (13) nor more than thirty (30) directors, as may be determined from time to time by the Board of Directors. In no case, shall a decrease in the number of Directors shorten the term of any incumbent Director.

Each Director shall be at least eighteen (18) years of age and at all times the majority shall be citizens and residents of the United States. Not fewer than three (3) Directors shall be residents of the State of New York.

The Board of Directors will have the power to make from time to time such bylaws, rules and regulations for the transaction of business of the Corporation and the conduct of its affairs, not inconsistent with this Charter and the laws of the State of New York, as may be deemed expedient, and to amend or repeal such bylaws, rules and regulations.

ELECTION OF DIRECTORS

Article VII. The Directors of the Corporation shall be elected by the shareholders as prescribed by law and the bylaws of the Corporation. The officers of the Corporation shall be elected or appointed by the Board of Directors.

An annual election of Directors shall be held on such date and at such time each year as the Board of Directors may from time to time determine, which election shall be at the home office of the Corporation in the manner prescribed by law, and the Directors so elected shall hold office for one year and until their respective successors shall have been elected and qualified. The Directors shall be chosen and elected by the plurality of the whole number of shares voted.

Vacancies on the Board of Directors, including vacancies resulting from any increase in the authorized number of directors, shall be filled by the Board of Directors.

PERPETUAL DURATION

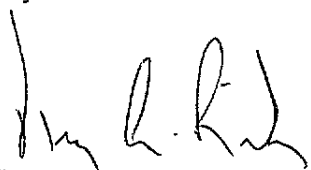
Article VIII. The duration of the Corporation shall be perpetual.

LIMITATION OF LIABILITY

Article IX. No Director shall be personally liable to the Corporation or any of its shareholders or any of its policyholders for damages for any breach of duty as a Director, provided, however, that the foregoing provision shall not eliminate or limit (i) the liability of a Director if judgment or other final adjudication adverse to the Director establishes that the Director personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or that the Director's acts or omissions were in bad faith or involved intentional misconduct or were acts or omissions (a) which the Director knew or reasonably should have known violated the Insurance Law of the State of New York, or (b) which violated a specific standard of care impose on Directors directly, and not by reference, by a provision of the Insurance Law of the State of New York, or (c) which constituted a knowing violation of any other law; or (ii) the liability of a Director for any act or omission prior to the adoption of this Article IX.

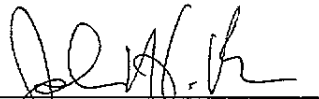
IN WITNESS WHEREOF, I certify that this is a true and correct copy of the Amended and Restated Charter of Phoenix Life Insurance Company.

Dated: June 25, 2001



Tracy L. Rich, Senior Vice President
and General Counsel

Attest:



John H. Beers, Secretary