

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

812810

MEMORANDUM

VIA FEDERAL EXPRESS

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-02/27/98-01112-006

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~~-02/27/98-01112-006~~

~~*****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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 27 PM 2:22

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.
3-3-98
CC

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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 27 PM 2:22

1. Chubb Colonial Life Insurance Company
Name of corporation as it appears on the records of the Department of State
2. New Jersey
Incorporated under laws of
3. June 25, 1958
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? Filed January 27, 1998, effective May 1, 1998

5. Jefferson Pilot LifeAmerica Insurance Company
Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co "

6. If the amendment changes the period of duration, indicate new period of duration.

No Change
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

No Change
New Jurisdiction


Signature

February, 1998
Date

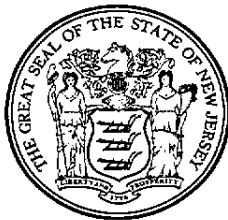
Robert A. Reed
Typed or printed name

Vice President and Secretary
Title

*Effective date
5-1-98*

(105)
INS 17-70
(R11-96)

State of New Jersey



DEPARTMENT OF BANKING AND INSURANCE

I, ***Elizabeth Randall*** Commissioner of Banking and Insurance of the State of New Jersey do hereby certify that the annexed is a true copy of ***Restated Charter of Chubb Colonial Life Insurance Company as Amended and Restated November 19, 1997***

as taken from and compared with the original Restated Charter filed January 27, 1998 now remaining on file in this Department.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal, at Trenton this 4th day February A.D. 19 98

Handwritten signature of Elizabeth Randall, Commissioner of Banking and Insurance.
Commissioner of Banking and Insurance



006983

RETURN TO:

Sean T. O'Neil
Bressler, Amery & Ross, P.C.
P.O. Box 1980
Morristown NJ 07962

RESTATED CHARTER

RECEIVED

OF

1998 JAN 27 P 2:30

CHUBB COLONIAL LIFE INSURANCE COMPANY

ALFONSE W. SCERBO
MORRIS CO. CLERK

Incorporated Under The Laws of The State of New Jersey

As Amended and Restated November 19, 1997

Adopted and Ratified by Its Stockholders November 19, 1997 Pursuant to
Section 17B:18-56 of the Revised Statutes of New Jersey.

FIRST: Effective May 1, 1998, the name which we have selected to designate said Company and to be used by it in its business and dealings is "Jefferson Pilot LifeAmerica Insurance Company". Until May 1, 1998, the name which we have selected to designate said Company and to be used by it in its business and dealings shall continue to be "Chubb Colonial Life Insurance Company".

SECOND: The principal office of the Company in the State of New Jersey, which shall also be its registered office, is at 8 Sylvan Way, Parsippany, County of Morris and State of New Jersey.

THIRD: The kinds of insurance business the Company proposes to transact shall be as provided by Revised Statutes of New Jersey, Title 17:17-1 (C) (D), to wit: Insurance upon the lives or health of persons and every insurance appertaining thereto, and to grant, purchase or dispose of annuities and insurance against bodily injury or death by accident.

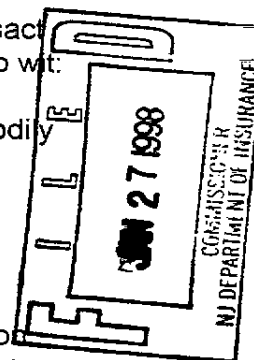
FOURTH: The said Company is to be a joint stock insurance company.

FIFTH: The aggregate number of shares which the Company shall have authority to issue is one hundred thirty-two thousand (132,000) shares of common stock. Effective January 1, 1989, the par value of each such share shall be twenty dollars (\$20).

SIXTH: The period limited for the duration of said Company is perpetual.

SEVENTH: The number of directors elected by the Stockholders shall be not less than seven nor more than twenty-five. All directors elected at any Annual Meeting shall hold office for one year and until their successors in office are elected and qualify.

The Board of Directors shall have concurrent authority with the Stockholders to make and alter By-Laws of the Company, but any By-Laws made by the Directors may be altered or repealed by the Stockholders.



Instrument Rec'd In
Book 91 Page 200

CERTIFICATE OF INCORPORATION

File
15/2

EIGHTH: Section A. A director or officer of the Company shall not be personally liable to the Company or its Stockholders for damages for breach of any duty owed to the Company or its Stockholders, except for liability for any breach of duty based upon an act or omission (i) in breach of such director's or officer's duty of loyalty to the Company or Stockholders, (ii) not in good faith or involving a knowing violation of law or (iii) resulting in receipt by such director or officer of an improper personal benefit. The provision of this section shall be effective as and to the fullest extent that, in whole or in part, they shall be authorized or permitted by the laws of the State of New Jersey. No repeal or modification of the foregoing provisions of this Section A nor, to the fullest extent permitted by law, any modification of law shall adversely affect any right or protection of a director or officer of the Company which exists at the time of such repeal or modification.

Section B.

1. As used in this Section B:

(a) "corporate agent" means any person who is or was a director, officer or employee of the Company and any person who is or was a director, officer, trustee or employee of any other enterprise, serving, or continuing to serve, as such at the written request of the Company, signed by the Chairman or the President or pursuant to a resolution of the Board of Directors, or the legal representative of any such person;

(b) "other enterprise" means any domestic or foreign corporation, other than the Company, and any partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, whether or not for profit, served by a corporate agent;

(c) "expenses" means reasonable costs, disbursements and counsel fees;

(d) "liabilities" means amounts paid or incurred in satisfaction of settlements, judgments, fines and penalties;

(e) "proceeding" means any pending, threatened or completed civil, criminal, administrative or arbitral action, suit or proceeding, and any appeal therein and any inquiry or investigation which could lead to such action, suit or proceeding, and shall include any proceeding as so defined existing at or before, and any proceedings relating to facts occurring or circumstances existing at or before, the adoption of this Section B.

2. Each corporate agent shall be indemnified by the Company against his expenses and liabilities in connection with any proceeding involving the corporate agent by reason of his having been such corporate agent to the fullest extent permitted by applicable law as the same exists or may hereafter be amended or modified. The right to indemnification conferred by this paragraph 2 shall also include the right to be paid by the Company the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by applicable law as the same exists or may hereafter be amended or modified. The right to indemnification conferred in this paragraph 2 shall be a contract right.

3. The Company may purchase and maintain insurance on behalf of any corporate agent against any expenses incurred by reason of his having been a corporate agent, whether or not the corporation would have the power to indemnify him against such expenses and liabilities under applicable law as the same exists or may hereafter be amended or modified. The Company may purchase such insurance from, or such insurance may be reinsured in whole or in part by, an insurer owned by or otherwise affiliated with the Company, whether or not such insurer does business with other insiders.

The rights and authority conferred in this Section B shall not exclude any other right to which any person may be entitled under this Restated Charter, the By-Laws, any agreement, vote of Stockholders or otherwise. No repeal or modification of the foregoing provisions of this Section B nor, to the fullest extent permitted by law, any modification of law, shall adversely affect any right or protection of a corporate agent which exists at the time of such repeal or modification.

I, Elizabeth Randall, Commissioner of Banking and Insurance of the State of New Jersey, do hereby certify that the foregoing Certificate of Amendment of Amended and Restated Charter of Chubb Colonial Life Insurance Company, has been submitted to and examined by me, and I found it to be in accordance with Title 17B of the New Jersey Revised Statutes and not inconsistent with the Constitution or Laws of this State.

Dated: January 12, 1998


Elizabeth Randall



**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
CHUBB COLONIAL LIFE INSURANCE COMPANY**

We, the undersigned, being all the directors of Chubb Colonial Life Insurance Company (the "Corporation"), hereby waive notice thereof and hereby consent to adopt the following resolutions to have the same force and effect as if adopted at a meeting duly called and convened for that purpose:

WHEREAS, it has been determined that a change of the Corporation's name to "Jefferson Pilot LifeAmerica Insurance Company" as of May 1, 1998 is in the best interests of the Corporation and its sole stockholder;

CHANGE OF NAME

IT IS THEREFORE HEREBY RESOLVED, that Section FIRST of the Charter of the Corporation be amended to read in its entirety as follows:

FIRST: Effective May 1, 1998, the name which we have selected to designate said Company and to be used by it in its business and dealings is "Jefferson Pilot LifeAmerica Insurance Company". Until May 1, 1998, the name which we have selected to designate said Company and to be used by it in its business and dealings shall continue to be "Chubb Colonial Life Insurance Company".

FURTHER RESOLVED, to submit such amendment of the Charter of the Corporation to the sole stockholder of the Corporation for approval by said stockholder.

FURTHER RESOLVED, that, effective May 1, 1998, the By-Laws of the Corporation be retitled "By-Laws of Jefferson Pilot LifeAmerica Insurance Company" and that Article II of the By-Laws be amended to read as follows:

CORPORATE SEAL

The seal of the Corporation shall consist of a flat-faced circular die with the words and figures, "Jefferson Pilot LifeAmerica Insurance Company - Incorporated, New Jersey, 1897" cut or engraved thereon.

FURTHER RESOLVED, that the proper officers of the Corporation be and they hereby are authorized and directed to execute any documents and take any actions necessary or convenient to effect the foregoing resolutions, including certifying that the respective insurance departments or insurance commissioners or

superintendents, have been designated to receive service of process and certifying any required form resolutions.

ELECTION OF OFFICER

RESOLVED, that the following person is elected to serve as an officer of the Company until the next annual meeting of the directors and until his successor is elected and shall qualify.

Robert A. Reed - Vice President effective November 19, 1997
Secretary effective January 1, 1998,
and with the understanding that
policies may be issued prior to that
date using Mr. Reed's signature as
Secretary

This Consent shall have the effect of a meeting held on November 19, 1997 and the resolutions may be certified as such.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the 19th day of November, 1997.


David A. Stonecipher

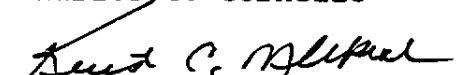

Frederick H. Condon


Dennis R. Glass


E. Jay Yelton


Ronald R. Angarella


Charles C. Cornelio


Kenneth C. Mlekush

**WRITTEN CONSENT OF THE SOLE STOCKHOLDER OF
CHUBB COLONIAL LIFE INSURANCE COMPANY**

The undersigned, being the sole stockholder of Chubb Colonial Life Insurance Company (the "Corporation"), hereby waives notice thereof and hereby consents to adopt the following resolutions to have the same force and effect as if adopted at a meeting duly called and convened for that purpose:

WHEREAS, it has been determined that a change of the Corporation's name to "Jefferson Pilot LifeAmerica Insurance Company" as of May 1, 1998 is in the best interests of the Corporation and its sole stockholder;

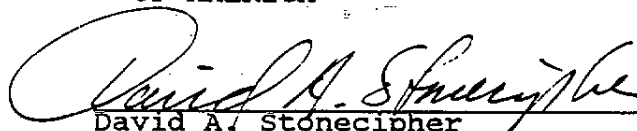
IT IS THEREFORE HEREBY RESOLVED, that Section FIRST of the Charter of the Corporation be amended to read in its entirety as follows:

FIRST: Effective May 1, 1998, the name which we have selected to designate said Company and to be used by it in its business and dealings is "Jefferson Pilot LifeAmerica Insurance Company". Until May 1, 1998, the name which we have selected to designate said Company and to be used by it in its business and dealings shall continue to be "Chubb Colonial Life Insurance Company".

FURTHER RESOLVED, that the proper officers of the Corporation be and they hereby are authorized and directed to execute any documents and take any actions necessary or convenient to effect the foregoing resolutions.

IN WITNESS WHEREOF, Chubb Life Insurance Company of America, the sole stockholder of the Corporation, has caused this Written Consent to be signed by its officer thereunto duly authorized as of the 19th day of November, 1997.

CHUBB LIFE INSURANCE COMPANY
OF AMERICA

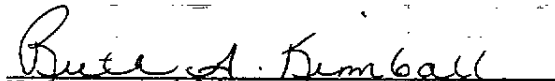

David A. Stonecipher
President and
Chief Executive Officer

STATE OF NEW HAMPSHIRE)
COUNTY OF MERRIMACK) ss.: Concord

BE IT REMEMBERED, that on this 26th day of November, 1997, before me, the subscriber, a Notary Public of the State of New Hampshire, personally appeared Frederick H. Condon, who being by me duly sworn on his oath, does depose and make proof to my satisfaction that he is the Secretary of Chubb Colonial Life Insurance Company; that David A. Stonecipher is the President and Chief Executive Officer of said Corporation; that the execution, as well as the making of the within Certificate of Amendment of the Amended and Restated Charter has been duly authorized by a proper resolution of the Board of Directors of said Corporation; that deponent well knows the corporate seal of said Corporation and that the seal affixed to said Instrument is such corporate seal and was thereto affixed, and said Instrument was signed and delivered by the President, as and for his voluntary act and deed of said Corporation, in presence of deponent, who thereupon subscribed his name thereto as witness and who subscribed his name below.

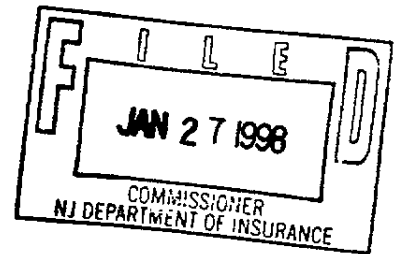

Frederick H. Condon
Secretary

Sworn to and subscribed before me this
26th day of November, 1997.


Notary Public

RUTH G. KIMBALL, Notary Public
My Commission Expires May 18, 2000





**CERTIFICATE OF AMENDMENT
OF AMENDED AND RESTATED CHARTER OF**

CHUBB COLONIAL LIFE INSURANCE COMPANY

**UNDER SECTION 17B:18-56 OF THE NEW JERSEY INSURANCE LAW AND
SECTION 14A:9-1 OF THE NEW JERSEY BUSINESS CORPORATION ACT**

We, the undersigned, the President and Secretary,
respectively, of Chubb Colonial Life Insurance Company (the
"Corporation"), hereby certify that:

1. The name of the Corporation is Chubb Colonial Life
Insurance Company.

2. The Charter of the Corporation was filed with the
State of New Jersey Department of Insurance on October 27,
1897; amended and restated in accordance with a Certificate
of Amendment and Restatement filed on July 13, 1988; further
amended and restated in accordance with a Certificate of
Amendment and Restatement filed on July 24, 1989; and further
amended in accordance with a Certificate of Amendment filed
February 21, 1996.

3. To change the name of the Corporation, Section
FIRST of the Charter of the Corporation is hereby amended to
read in its entirety as follows:

FIRST: Effective May 1, 1998, the name which we
have selected to designate said Company and to be
used by it in its business and dealings is
"Jefferson Pilot LifeAmerica Insurance Company".
Until May 1, 1998, the name which we have selected
to designate said Company and to be used by it in
its business and dealings shall continue to be
"Chubb Colonial Life Insurance Company".

4. This amendment to the Charter of the Corporation
was authorized by the unanimous written consent of the
directors of the Corporation dated as of November 19, 1997
followed by approval by the written consent of the sole
stockholder of the Corporation dated as of November 19, 1997.

IN WITNESS WHEREOF, the undersigned have executed this
Certificate of Amendment this 26th day of November, 1997.

(SEAL)

David A. Stonecipher
David A. Stonecipher
President and
Chief Executive Officer

Frederick H. Condon
Frederick H. Condon
Secretary