

Park Avenue

819049

Park Avenue
Life Insurance Company,
a Delaware corporation

3900 Burgess Place
Bethlehem, PA 18017
610/807-7020

Via Federal Express
(904) 487-6901

200002334512--5
-10/30/97--01118--005
*****96.25 *****96.25

October 10, 1997

Ms. Susan Payne
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 13 PM 3:13

Re: Renaming of First International Life Insurance Company ("First International") to Park Avenue Life Insurance Company ("Park Avenue Life") effective September 9, 1997

Dear Ms. Payne:

Thank you for your letter notifying us of the Florida Department of State's filing requirements in connection with the above referenced name change. Enclosed please find the items which are required to properly file our new name with your department:

1. A completed **Application by Foreign Profit Corporation to File Amendment to Application to Transact Business in Florida;**
2. An original Certificate of Name Change Approval from Delaware, issued September 10, 1997, evidencing the amendment.

If the above items are in order, kindly forward a Certificate of Good Standing from your agency which evidences the name change to the following address:

Park Avenue Life Insurance Company
Attn: Jeremy Starr, Vice President, Reinsurance
3900 Burgess Place
Bethlehem, PA 18017

NIC
Amend
50

FILED	35
R. AGENT	
CERT. COPY	52.50
CUS	8.75
OVERPAYMENT	
TOTAL	96.25

**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. First International Life Insurance Company
 Name of corporation as it appears on the records of the Department of State.
2. Delaware (formerly Massachusetts) 3. September 27, 1965
 Incorporated under laws of Date authorized to do business in Florida

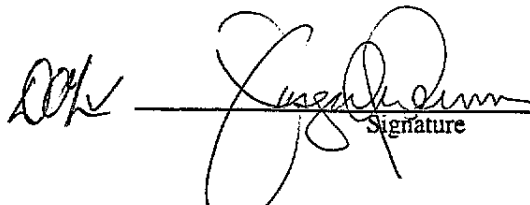
**SECTION II
 (4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 9, 1997
5. Park Avenue 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

Joseph A. Caruso

 Typed or printed name

✓ 9/10/97

 Date

 Secretary

 Title

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 SECRETARY OF CORPORATIONS
 DIVISION OF CORPORATIONS

Park Avenue

Finally, we have enclosed a filing fee of \$96.25 made payable to the Florida Department of State. This payment represents a \$35.00 application fee, and \$61.25 for two copies of the Certificate of Good Standing (one certified).

Thank you for your assistance and kind courtesy in this matter. Should you require further information or have any questions or comments with regard to the above, please contact Ms. Lourdes Diaz at (212) 598-1443 or David A. Lorensen, Esq. (212) 598-1497.

Very truly yours,



Sandy C. Rushbrook
Legal Assistant

enc.

cc: Ms. Lourdes M. Diaz
David A. Lorensen, Esq.
Ms. Doris Vitiello

State of Delaware



DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

841 SILVER LAKE BLVD.
DOVER, DELAWARE 19904
(302) 739 - 4251
FACSIMILE (302) 739 - 5280

Department of Insurance

CERTIFICATE OF NAME CHANGE APPROVAL

I, DONNA LEE H. WILLIAMS, Insurance Commissioner of the State of Delaware, do hereby certify that the Delaware Department of Insurance has approved the name change of FIRST INTERNATIONAL LIFE INSURANCE COMPANY to PARK AVENUE LIFE INSURANCE COMPANY, effective September 9, 1997.

IN WITNESS WHEREOF, I HAVE HEREUNTO
SET MY HAND AND AFFIXED THE OFFICIAL
SEAL OF THIS DEPARTMENT AT THE CITY
OF DOVER, THIS 10TH DAY OF SEPTEMBER,
1997.

Donna Lee H. Williams

DONNA LEE H. WILLIAMS,
INSURANCE COMMISSIONER