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(Business Entity Name)

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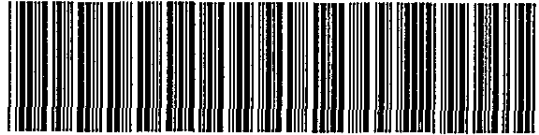
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11/01/04

04 OCT 29 PM 1:44
SEC. OF STATE
TALLahassee, FLORIDA

FILED

NC
TS 11/9/04

*Federal Kemper Life
Assurance Company*



October 27, 2004

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: **FEDERAL KEMPER LIFE ASSURANCE COMPANY** FEIN # 04-6046830
Home State: Illinois

New Submission: Name Change
Home Office Address Change

Dear Sir or Madam:

The subject Company is seeking to change its formal corporate name and home office address

From: (current name & address)

Federal Kemper Life Assurance Company
1600 McConnor Parkway
Schaumburg, Illinois 60173

To: (new name & address)

Chase Insurance Life and Annuity Company
2500 Westfield Drive
(For US Mail add: Mail Code IL1-2831)
Elgin, Illinois 60123-7836

Please find attached:

- 1) A completed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
- 2) A Certificate from the state of incorporation (Illinois) evidencing the amendment;
- 3) Our check number 497349738 in the amount of \$43.75 is enclosed to cover the filing fee; and
- 4) A completed transmittal form.

Thank you for your attention to this filing. If there are any questions, I can be reached as indicated below.

Sincerely,

A handwritten signature in cursive script that reads 'Kathy A. Peterman'.

Kathy A. Peterman
Compliance Manager
111 E. Wisconsin Avenue, Suite 1100
Milwaukee, WI 53202
Phone: 414-977-1586
Fax: 414-977-1238
E-mail: Kathy_A_Peterman@bankone.com

EFFECTIVE DATE
11/01/04

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
04 OCT 29 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document number of corporation (if known))

- 1. Federal Kemper Life Assurance Company
(Name of corporation as it appears on the records of the Department of State)
- 2. Illinois
(Incorporated under laws of)
- 3. July 7, 1970
(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? November 1, 2004
- 5. Chase Insurance Life and Annuity 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)

James L. Harlin
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

James L. Harlin
(Typed or printed name of person signing)

10/27/04
(Date)

President
(Title of person signing)



STATE OF ILLINOIS
DEPARTMENT OF FINANCIAL
AND PROFESSIONAL REGULATION
Division of Insurance

320 West Washington Street
Springfield, Illinois 62767-0001



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Financial and Professional Regulation, Division of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed this Seal in Springfield, Illinois.

Date: OCT 22 2004


Acting Director of Insurance

AMENDED ARTICLES OF INCORPORATION

FEDERAL KEMPER LIFE ASSURANCE COMPANY

Article 1. The name of the Corporation shall be CHASE INSURANCE LIFE AND ANNUITY COMPANY.

Article 2. The location of the principal office shall be Elgin, Kane County, State of Illinois.

Article 3. The duration of the Corporation shall be perpetual.

Article 4. The purpose for which the Corporation is formed is to engage in the following kinds of insurance and reinsurance business:

- (a) Life: Insurance on the lives of persons and every insurance appertaining thereto or connected therewith and granting, purchasing or disposing of annuities. Policies of life or endowment insurance or annuity contracts or contracts supplemental thereto which contain provisions for additional benefits in case of death by accidental means and provisions operating to safeguard such policies or contracts against lapse or to give a special surrender value, or special benefit, or an annuity, in the event, that the insured or annuitant shall become totally and permanently disabled as defined by the policy or contract, shall be deemed to be policies of life or endowment insurance or annuity contracts within the intent of this clause.
- (b) Accident and Health: Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto.


Article 5. The corporate powers shall be exercised by a board of directors, not less than three nor more than twenty-one in number, elected by the shareholders of the corporation at the first special meeting held following this incorporation and thereafter to be elected by the shareholders of the corporation at the annual meeting. In all elections for directors each shareholder shall have the right to vote in person or by proxy the number of shares owned by him for as many persons as there are directors to be elected or to cumulate such shares and give one candidate as many votes as the number of directors multiplied by the number of shares of stock shall equal, or to distribute them on the same principle among as many candidates as he may desire. A director shall serve for a term of one year and until his successor is duly elected and qualified. The shareholders at any regular or special meeting may fill any vacancy in the board of directors for the unexpired term.

Article 6. The authorized capital shall be \$10,000,000 consisting of 500,000 common shares of the par value of \$20.00 per share, of which 136,351 common shares are issued and outstanding at the effective date of these Articles, as amended. The board of directors shall have the power, by appropriate resolution, to authorize the issuance or sale at any time or from time to time of the whole or any part of said 363,649 authorized but unissued common shares as additions to the paid up capital pursuant to one or more permits issued at any time or from time to time by the Director of Insurance of the State of Illinois.

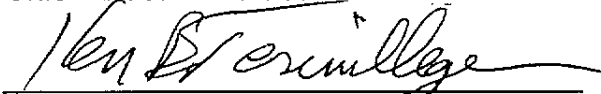
Article 7. The board of directors shall adopt bylaws for its own government and for the government of the business of the corporation. The corporation may issue both participating and non-participating policies. The board of directors shall have power to determine the amount and manner of payment of dividends to the holders of participating policies. Such dividends shall be in accordance with such rates and rules and applicable to such kind or kinds of insurance as may be determined by the board of directors, which shall have power to adopt any bylaws or resolutions pertaining to such declaration and payment which in the judgment of the said board of directors seem necessary or desirable.

Article 8. The fiscal year shall commence January first and terminate December thirty-first of each year.

IN WITNESS WHEREOF, we have hereunto subscribed our names and caused the seal of Federal Kemper Life Assurance Company to be affixed at Elgin, Illinois this 14th day of September 2004.



James L. Harlin, President and
Chief Executive Officer



Kenneth B. Terwilliger, Secretary

(SEAL)

S:\Corporate Secretary\Company Articles & Bylaws\fkla\articles.doc

