

Document Number Only

850361

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

700002782807--1

-02/22/99--01083--001

*****96.25 *****52.50

CORPORATION(S) NAME

EFFECTIVE DATE

4-1-99

Trans-Grand Life Insurance Company

changing name to:

Highmark Life Insurance Company

99 FEB 22 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark

- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Annual Report
- Fict. Filing
- Photo Copies
- Other
- Change of R.A.
- UCC-1 UCC-3
- UCCS

- Call When Ready
- Walk In
- Mail Out
- Call if Problem
- Will Wait
- After 4:30
- Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Please Return Extra Copy(s)
Filed Stamp

FEB 22

Thanks, Melanie ☺

99 FEB 22 AM 11:51
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 23, 1999

FROM: CT CORPORATION SYSTEM
MELANIE
TALLAHASSEE, FL

SUBJECT: TRANS-GENERAL LIFE INSURANCE COMPANY
Ref. Number: 850361

We have received your document for TRANS-GENERAL LIFE INSURANCE COMPANY and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records show the date authorized to do business in Florida is September 15, 1981. Number four on the document must show the file date and effective date. ✓
Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

To: Teresa Brown
Corporate Specialist

Letter Number: 299A00008154

Important

*Please back-note
this filing to*

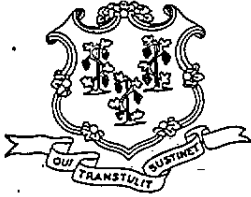
*Feb. 22, 1999
w/ cus. i. C.C.*

*Thank you,
R.S.*

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 FEB 24 AM 10:55

RECEIVED



State of Connecticut
Insurance Department

This is to Certify, that Trans-General Life Insurance Company's Certificate of Incorporation is approved, effective April 1, 1999, changing the Company's name to Highmark Life Insurance Company.

Witness my hand and official seal, at HARTFORD,
this 19th day of January, 1999

A handwritten signature in black ink, which appears to read "George W. Carter, Jr.", is written over the typed name of the Insurance Commissioner.

Insurance Commissioner

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 17th day of February A.D. 1999

Susan B. Brien
SECRETARY OF THE STATE



CERTIFICATE OF AMENDMENT

STOCK CORPORATION

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / new / 1-97

Space For Of

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF CORPORATION:

Trans-General Life Insurance Company

2. THE CERTIFICATE OF INCORPORATION IS (check A., B. or C.):

A. AMENDED.

B. AMENDED AND RESTATED.

C. RESTATED.

3. TEXT OF EACH AMENDMENT / RESTATEMENT:

Now, therefore, be it resolved, that effective April 1, 1999,
Section 1 of the Certificate of Incorporation is hereby amended
to read in full as follows:

"Section 1. Highmark Life Insurance Company is created a body
politic and corporate and under that name shall have all of the
powers granted by the general statutes, as now enacted or hereafter
amended, to corporations formed under the Stock Corporations Act.
The Corporation shall have perpetual existence."

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

Space

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check A., B. or C.)

A. The resolution was approved by shareholders as follows:

(set forth all voting information required by Conn. Gen. Stat. section 33-800 as amended in the space provided below)

The sole shareholder voted all shares in favor of the resolution. All 250,000 authorized shares of common stock are held by Trans-General Life and Casualty Group, Inc., the sole shareholder.

B. The amendment was adopted by the board of directors without shareholder action. No shareholder vote was required for adoption.

C. The amendment was adopted by the incorporators without shareholder action. No shareholder vote was required for adoption.

5. EXECUTION

Dated this 18th day of February, 19 99

Paul A. Robb

Secretary



Print or type name of signatory

Capacity of signatory

Signature