

850911



**Sage Life Assurance
of America, Inc.**

Member of Sage International

September 26, 1997

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Application for Amended Certificate of Authority - Name Change

300002308443--4
-10/01/97--01049--001
*****43.75 *****43.75

Dear Sir or Madam:

The Certificate of Incorporation of The Fidelity Standard Life Insurance Company, a Delaware-domiciled corporation, was amended effective September 4, 1997, to provide for its new name: Sage Life Assurance of America, Inc. I am filing the enclosed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida. I also enclose the following:

1. Certificate of Amendment of Certificate of Incorporation, certified by the Delaware Insurance Department
2. Our check in the amount of \$43.75 payable to Department of State (the additional \$8.75 being for the Certificate of Status).

Please note that our administrative offices were relocated to the address shown below. This is both our mailing and actual address. Our Delaware statutory domicile address remains 1300 Delaware Trust Building, PO Box 25130, Wilmington, DE 19899.

Please call me toll-free at 1-888-502-7243 if there is anything further you require.

Sincerely,

James F. Bronsdon
Vice President
Legal and Compliance

enc.

CoA Ltr SoS-FL.doc

97 OCT -1 AM 10:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C Amend
See 10/17

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.)

FILED
97 OCT - 1 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. Fidelity Standard Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Delaware Incorporated under laws of 3. November 17, 1981
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 4, 1997
5. Sage Life Assurance of America, Inc.
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

Ronald S. Scowby September 26, 1997
Signature Date

Ronald S. Scowby President & Chief Executive Officer
Typed or printed name Title

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

CERTIFIED CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

I, DONNA LEE H. WILLIAMS, Insurance Commissioner of the State of Delaware, do hereby certify that the attached Certificate of Amendment of Certificate of Incorporation, as filed with the Delaware Secretary of State on September 4, 1997, changing the name of THE FIDELITY STANDARD LIFE INSURANCE COMPANY to SAGE LIFE ASSURANCE OF AMERICA, INC. is a true and correct copy of the document on file with this Department.

IN WITNESS WHEREOF, I HAVE HEREUNTO
SET MY HAND AND AFFIXED THE OFFICIAL
SEAL OF THIS DEPARTMENT AT THE CITY
OF DOVER, THIS 15TH DAY OF SEPTEMBER,
1997.

Donna Lee H. Williams

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE FIDELITY STANDARD LIFE INSURANCE COMPANY", CHANGING ITS NAME FROM "THE FIDELITY STANDARD LIFE INSURANCE COMPANY" TO "SAGE LIFE ASSURANCE OF AMERICA INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF SEPTEMBER, A.D. 1997, AT 1:15 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel, Secretary of State

0911896 8100

971294975

AUTHENTICATION:

8635507

DATE:

09-04-97

CERTIFICATE OF AMENDMENT
OF
THE FIDELITY STANDARD LIFE INSURANCE COMPANY
CERTIFICATE OF INCORPORATION

The Fidelity Standard Life Insurance Company, a corporation existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of The Fidelity Standard Life Insurance Company be amended by changing Article FIRST thereof so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation is Sage Life Assurance of America, Inc.

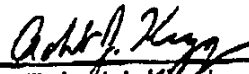
SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, The Fidelity Standard Life Insurance Company has caused this certificate to be signed by Robert J. Kiggins, its Secretary, this 3rd day of September, 1997.

THE FIDELITY STANDARD
LIFE INSURANCE COMPANY

BY:



Robert J. Kiggins, Secretary