

**Electronic Articles of Incorporation
For**

P06000086759
FILED
June 27, 2006
Sec. Of State
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TRANSAMERICA CAPITAL, INC. OF CALIFORNIA

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

TRANSAMERICA CAPITAL, INC. OF CALIFORNIA

Article II

The principal place of business address:

4600 S. SYRACUSE ST.
SUITE# 1100
DENVER, CO. 80237

The mailing address of the corporation is:

4600 S. SYRACUSE ST.
SUITE# 1100
DENVER, CO. 80237

Article III

The purpose for which this corporation is organized is:

WHOLESALE VARIABLE INSURANCE PRODUCTS AND MUTUAL FUNDS.

Article IV

The number of shares the corporation is authorized to issue is:

500

Article V

The name and Florida street address of the registered agent is:

CT CORPORATION SYSTEM
1203 GOVERNORS SQUARE BLVD.
SUITE# 101
TALLAHASSEE, FL. 32301

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: HIEDI M. LIESCH

Article VI

The name and address of the incorporator is:

COURTNEY JOHN
4600 S. SYRACUSE ST.
SUITE# 1100
DENVER, CO. 80237

Incorporator Signature: COURTNEY JOHN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
PAULA G NELSON
600 S. HIGHWAY 169 #1800
MINNEAPOLIS, MN. 55426

Title: EVP
PHILIP S ECKMAN
600 S. HIGHWAY 169 #1800
MINNEAPOLIS, MN. 55426

Title: SEC
FRANK A CAMP
4333 EDGEWOOD RD. NE.
CEDAR RAPIDS, IA. 52499

Title: EVP
MICHAEL W BRANDSMA
4600 S. SYRACUSE ST. #1100
DENVER, CO. 80237

Title: EVP
ROBERT R FREDERICK
4333 EDGEWOOD RD. NE.
CEDAR RAPIDS, IA. 52499

Title: CCO
COURTNEY A JOHN
4600 S. SYRACUSE ST. #1100
DENVER, CO. 80237

Article VIII

The effective date for this corporation shall be:

06/20/2006