

The Cologne Life Re

P 11547



Cologne Life Reinsurance Company
30 Oak Street
Stamford, CT 06905
(203) 356-4931
Fax (203) 358-8552
Internet: melgee@colognere.com

Michael W. Elgee
Vice President &
General Counsel
Assistant Secretary

February 23, 1999

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

900002789949--2

-03/01/99--01035--004

*****87.50 *****43.75

RE: Company Name Change from "Cologne Life Reinsurance Company" (NAIC #86258) to "General & Cologne Life Re of America"

Dear Sir,

Enclosed are the following items required for the above name change:

1. Completed amendment application.
2. Certified copy of the Certificate of Amendment to the Articles of Incorporation and approval of the name change by the state of Connecticut. The amendment reflects the Company's recent name change. For your reference, a copy of a certified copy of the Company's Articles of Incorporation existing prior to the date of the most recent amendment is included.
3. \$87.50 check for processing fees.

99 MAR - 1 PM 2:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Returned

If you require any additional information to process the name change, please call (203) 356-4931 or send information to my attention at 30 Oak Street, Stamford, CT 06905-5339.

Regards,

Michael W. Elgee
Michael W. Elgee

Vice President and General Counsel, Assistant Secretary

Enclosures

Ann Maria gave authorization to correct Doc. and add the Corp. suffix. 3/3

N/C
3/3

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)

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99 MAR -1 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. COLOGNE LIFE REINSURANCE CORPORATION
Name of corporation as it appears on the records of the Department of State.
2. Connecticut
Incorporated under laws of
3. 09/24/86
Date authorized to do business in Florida

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

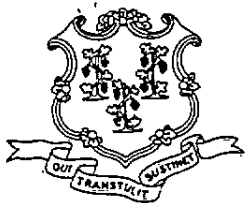
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 9, 1999
5. General & Cologne Life Re of America, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or 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

Michael W. Elgee
Signature

2/19/99
Date

Michael W. Elgee
Typed or printed name

Vice President & General Counsel, Asst. Sec.
Title



State of Connecticut

Insurance Department

This is to Certify, that the attached amendment to Cologne Life Reinsurance Company's Certificate of Incorporation, dated December 8, 1998, is hereby approved. The amendment reflects the name change from Cologne Life Reinsurance Company to General & Cologne Life Re of America.

Witness my hand and official seal, at HARTFORD,

this 14th day of December, 1997

Insurance Commissioner
OFFICE OF THE SECRETARY OF THE STATE
HARTFORD, CONNECTICUT

STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE
HARTFORD, CONNECTICUT

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 4th day of February A.D. 1999

Susan Bysiewicz
SECRETARY OF THE STATE *ms*

CERTIFICATE OF AMENDMENT

STOCK CORPORATION

Office of the Secretary of the State

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

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF CORPORATION:

Cologne Life Reinsurance 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:

The name of the corporation shall read as follows, "General & Cologne Life Re of America".

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

Space For Office Use Only

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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)

See Exhibit A annexed hereto and made a part hereof

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 8th day of December, 1998


Michael W. Elgee	Vice President, General Counsel & Assistant Secretary	
Print or type name of signatory	Capacity of signatory	

Exhibit A

<u>Designation of Class</u>	<u>Number of Shares Entitled to Vote</u>	<u>Vote Required for Adoption</u>	<u>Vote Favoring Adoption</u>
Common	300,000	200,000	300,000
Class A Preferred	20,000	13,334	20,000
Class B Preferred	20,000	13,334	20,000

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