

P960-00077497

TRANSMITTAL LETTER



December 30, 1996

Re: Amendment to Document Number P96000077497

Please find enclosed an original and two (2) copies of an amendment to the Articles of Incorporation (assigned the above referenced document number) for WRL Investment Management, Inc. Also enclosed is a check for \$87.50 that includes a \$35.00 filing fee and a \$52.50 fee for a certified copy.

Please certify one copy and return it in the enclosed, self-addressed, postage-paid envelope.

If you have any questions or comments regarding this filing, please do not hesitate to call me at (813) 587-1830.

Sincerely,

WRL Investment Management, Inc.

Thomas E. Pierpan, Esq.
Vice President, Secretary and
General Counsel

Enc.

cc: Priscilla Hechler
Ken Bell

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-01/03/97--01034--006
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97 JAN 21 PM 1:13
TALLAHASSEE, FLORIDA

SH 1/23
Amend.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 10, 1997

Thomas E. Pierpan, Esq.
P.O. Box 5068
Clearwater, FL 34618-5068

SUBJECT: WRL INVESTMENT MANAGEMENT, INC.
Ref. Number: P9600077497

We have received your document for WRL INVESTMENT MANAGEMENT, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

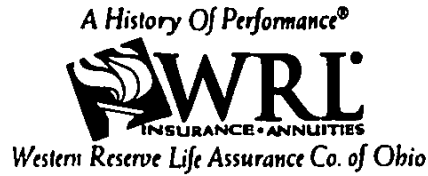
Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 697A00001460



January 17, 1997

Steven Harris
Corporate Specialist
Florida Department of State
Division of Corporations
Tallahassee, Florida 32314

Re: Letter Number 697A00001460
Ref. No: P96000077497

Dear Mr. Harris:

We are in receipt of your letter (and enclosures) dated January 10, 1997 to Thomas E. Pierpan, Esq. We have revised the Articles of Amendment of WRL Investment Management, Inc. to conform to the format you provided.

Attached please find the revised Articles of Amendment and a copy of your letter. If you have any questions or require any additional information, please call me at (813) 585-6565, ext. 2012.

Very truly yours,

Gayle A. Morden
Gayle A. Morden
Legal Assistant

Attachments

ORIGINAL

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WRL INVESTMENT MANAGEMENT, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

ARTICLE IV

The aggregate number of shares of stock which the Corporation shall have the authority to issue shall be one hundred thousand (100,000), which shall consist of one class only, designated "Common Stock." Each of such shares shall have a par value of One Dollar (\$1.00).

The Corporation shall have the right to impose restrictions on the transfer of its shares and may become a party to agreements entered into by any of its shareholders restricting the transfer of its shares, whether issued or unissued, now or hereafter authorized, and however acquired by such shareholders. No transfer or encumbrance of shares subject to such agreements shall be effective unless made in compliance with such agreements.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Not applicable

THIRD: The date of each amendment's adoption: The amendment was adopted on December 30, 1996.


FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

- The amendment(s) was/were adopted by the Board of Directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14th day of January, 1997.

Signature: 
John R. Kenney
Chairman of the Board