

9600077497



Administrative Office:
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02 JAN - 8 AM 10:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Western Reserve Life Assurance Co. of Ohio

January 2, 2002

Florida Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 33299

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-01/03/02--01054--001
*****78.75 *****78.75

RE: AEGON/Transamerica Fund Advisers, Inc. and Endeavor Management Co. -
Articles of Merger and Plan of Merger

Dear Sir/Madam:

Please find enclosed for filing with the Florida Department of State a completed Articles of Merger and a Plan of Merger for the above-referenced corporations. Also enclosed is a check in the amount of Seventy-eight dollars and seventy-five cents (\$78.75) for payment of the filing fee (\$35.00 for each merging and surviving corporation, and \$8.75 for a certified copy). I have also enclosed a postage-paid, self-addressed envelope for your use in returning the certified copy to me.

Please do not hesitate to contact me at (727) 299-1747, or John Carter, Esq. at (727) 299-1824 if you have any questions or concerns. Thank you for your assistance with this filing.

Sincerely,

Priscilla I. Hechler
Assistant Vice President and Assistant
Secretary - Western Reserve Life

cc: John K. Carter, Esq.
Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING:

ENDEAVOR MANAGEMENT COMPANY, a California corporation not qualified
in Florida

INTO

AEGON/TRANSAMERICA FUND ADVISERS, INC., a Florida entity,
P96000077497

File date: January 8, 2002

Corporate Specialist: Karen Gibson

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
AEGON/Transamerica Fund Advisers, Inc.	Florida

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Endeavor Management Company	California

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the sole shareholder of the surviving corporation on December 31, 2001.

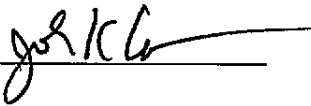
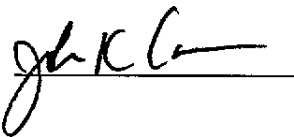
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the sole shareholder of the merging corporation(s) on December 31, 2001.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
AEGON/Transamerica Fund Advisers, Inc.		John K. Carter, Vice President, General Counsel, Compliance Officer and Secretary
Endeavor Management Company		John K. Carter, Vice President and Senior Counsel

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Western Reserve Life Assurance Co. of Ohio (100%) for AEGON/Transamerica Fund Advisers, Inc.	Ohio
AUSA Holding Company (100%) for Endeavor Management Company	Iowa

The name and jurisdiction of each **subsidiary** corporation is

<u>Name</u>	<u>Jurisdiction</u>
AEGON/Transamerica Fund Advisers, Inc. (surviving corporation)	Florida
Endeavor Management Company (merging corporation)	California

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

In the merger, AEGON/Transamerica Fund Advisers, Inc. (surviving corporation) shall receive all of the issued and outstanding shares of Endeavor Management Company (merging corporation) in exchange for which AUSA Holding Company, the parent of Endeavor Management Company, shall receive approximately 21,000 shares of common stock of AEGON/Transamerica Fund Advisers, Inc. Each share of common stock of Endeavor Management Company outstanding and owned by AUSA Holding Company immediately prior to the merger shall be cancelled, and each share of common stock of AEGON/Transamerica Fund Advisers, Inc. outstanding immediately prior to the merger shall remain outstanding as a share of common stock of the surviving corporation.

AEGON/Transamerica Fund Advisers, Inc.

Designation of Group	Shares Outstanding	Votes Entitled to be Cast
Common	100,000	100,000

Endeavor Management Company

Designation of Group	Shares Outstanding	Votes Entitled to be Cast
Common	800	800

The total number of undisputed votes cast for the plan by each voting group was:

<u>Voting Group</u>	<u>Votes For</u>
AEGON/Transamerica Fund Advisers, Inc.	100,000
Endeavor Management Company	800

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not Applicable

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Not Applicable

(Attach additional sheets if necessary)