

P96000077497

CT CORPORATION SYSTEM

CORPORATION(S) NAME

AEGON/Transamerica Fund Advisers, Inc.

merging: Idex Management, Inc.

FILED
2002 JUL 22 PM 12:29
TALLAHASSEE, FLORIDA

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
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- Mail Out
- Amendment
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- Reinstatement
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- Name Registration
- Fictitious Name
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- Merger
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- Other
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7/22/02

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Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliste JUL 22 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

IDEX MANAGEMENT, INC., a Delaware corporation not qualified

INTO

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

File date: July 22, 2002

Corporate Specialist: Cheryl Coulliette

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>
Idex Management, Inc.	Delaware

2002 JUL 22 PM 12: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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.

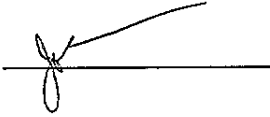
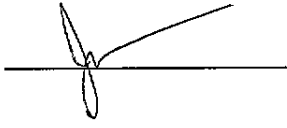
Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the sole shareholder of the surviving corporation on July 18, 2002.

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 July 18, 2002.

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, Secretary and General Counsel
I dex Management, Inc.		John K. Carter, Vice President, Secretary and General 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 Idex Management, Inc.	Iowa

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

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

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 Idex Management, Inc. (merging corporation) in exchange for which AUSA Holding Company, the parent of Idex Management, Inc., shall receive approximately 1,000 shares of common stock of AEGON/Transamerica Fund Advisers, Inc. Each share of common stock of Idex Management, Inc. 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

Idex Management, Inc.

Designation of Group	Shares Outstanding	Votes Entitled to be Cast
Common	1,000	1,000

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
Idex Management, Inc.	1,000

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

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 22nd day of July, 2002, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between AEGON/Transamerica Fund Adviser, Inc., a Florida corporation and Idex Management, Inc., a Delaware corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: AEGON/Transamerica Fund Advisers, Inc., hereby merges into itself Idex Management, Inc. and said Idex Management, Inc., shall be and hereby is merged into AEGON/Transamerica Fund Advisers, Inc., which shall be the surviving corporation.

SECOND: The Articles of Incorporation of AEGON/Transamerica Fund Advisers, Inc., as heretofore amended and is in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.
- (b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this Agreement, all rights in respect thereof shall forthwith be changed and converted into 1,000 shares of common stock of the surviving corporation.
- (c) After the effective date of this Agreement, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of common stock of the merged corporation shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

FOURTH: The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware. However, for all accounting purposes, the effective date of the merger shall be as of the close of business on July 23, 2002.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

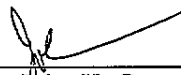
FIFTH: The surviving corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of IDEX Management, Inc. as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of section 262 of the General Corporation Law of the State of Delaware and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 570 Carillon Parkway, St. Petersburg, Florida 33716 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to said AEGON/Transamerica Fund Advisers, Inc. at the above address.

SIXTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that this Agreement filed with the Secretary of


State becomes effective. This Agreement may be amended by the Board of Directors of its constituent corporations at any time prior to the time that this Agreement filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Articles of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the Vice President, Secretary and General Counsel of each party hereto as the respective act, deed and agreement of said corporations on this 22nd day of July, 2002.

AEGON/Transamerica Fund
Advisers, Inc.
(Name of Corporation)

By: 
John K. Carter
Vice President, Secretary and
General Counsel
(Name & Title)

I dex Management, Inc.
(Name of Corporation)

By: 
John K. Carter
Vice President, Secretary and
General Counsel
(Name & Title)