

Phoenix Home Life Mutual Insurance Company

One American Row
PO Box 5056
Hartford CT 06102-5056

Phone 860 403-5000
Internet www.phl.com



852582

November 20, 1997

Florida Secretary of State Office
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002355943--5
-11/24/97-01142-010
*****96.25 *****96.25

**Re: Phoenix Life and Annuity Company
Redomestication from Missouri to Connecticut - Certificate of Good
Standing**

To Whom It May Concern:

I have enclosed a completed application for Amendment to Application for Authorization to Transact Business in Florida. I have also enclosed certified copies of the Connecticut Approval of Redomestication and Certificate of Incorporation. Please forward to my attention a certified copy of the Amendment and a Certificate of Good Standing for Phoenix Life and Annuity Company which evidences its redomestication from Missouri to Connecticut. Check number AC10262369 in the amount of \$96.25 is enclosed to cover the fees for amendment.

If you have any questions or require further information, please do not hesitate to contact me. I may be reached directly at (860) 403-6284.

Sincerely,

A handwritten signature in cursive script, appearing to read "Stephen H. Broer".

Stephen H. Broer
Paralegal, Law Department

FILED
98 FEB 27 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

See 2/27



Special Olympics
International / Proud Worldwide Partner



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1997

STEPHEN H. BROER
PHOENIX HOME LIFE MUTUAL INSURANCE CO
P.O. BOX 5056
HARTFORD, CT 06102-5056

SUBJECT: PHOENIX LIFE AND ANNUITY COMPANY
Ref. Number: 852582

We have received your document for PHOENIX LIFE AND ANNUITY COMPANY and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The jurisdiction under the laws of which the entity is incorporated or organized must be included in the document.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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 (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 697A00056998

Phoenix Home Life Mutual Insurance Company

One American Row
PO Box 5056
Hartford CT 06102-5056

Phone 860 403-5000
Internet www.phi.com



February 23, 1998

Teresa Brown, Corporate Specialist
Florida Secretary of State Office
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**Re: Phoenix Life and Annuity Company
Redomestication from Missouri to Connecticut - Certificate of Good
Standing
Reference Number: 852582**

Dear Ms. Brown:

In response to your letter of December 2, 1997 I have enclosed a copy of the Connecticut Certificate of Incorporation, certified on February 19, 1998. I have also enclosed a copy of your letter, which evidences that Phoenix Life and Annuity Company has already paid the \$96.25 fee. Please forward to my attention a certified copy of the Amendment and a Certificate of Good Standing for Phoenix Life and Annuity Company which evidences its redomestication from Missouri to Connecticut.

If you have any questions or require further information, please do not hesitate to contact me. I may be reached directly at (860) 403-6284.

Sincerely,

Stephen H. Broer
Paralegal, Law Department



Special Olympics
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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)

98 FEB 27 AM 11:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Phoenix Life and Annuity Company
Name of corporation as it appears on the records of the Department of State.
2. Missouri Incorporated under laws of
3. April 15, 1982
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? _____
5. _____
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.

Connecticut

New Jurisdiction

3/1/97
Signature

11/12/97
Date

Emily Poriss
Typed or printed name

Assistant Secretary
Title



State of Connecticut
Insurance Department

FILING #0001711833 PG. 01 OF 05 VOL B-00120
FILED 04/21/1997 01:45 PM PAGE 03492
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that the redomestication of Phoenix Life and Annuity Company, a Missouri Corporation, pursuant to Section 38a-58a Connecticut General Statutes, is approved. The attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile and continuation of its original corporate existence, are also approved.

Witness my hand and official seal, at Hartford,
this 16th day of April 1997

George M. Burt, Jr.

Insurance Commissioner

Certificate of Authority and Compliance

FILING #0001711833 PG 03 OF 05 VOL B-00120
FILED 04/21/1997 01:45 PM PAGE 03494
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

OF
PHOENIX LIFE AND ANNUITY COMPANY

Incorporated in the State of Missouri on November 2, 1981

as

Kansas City Life and Annuity Company

In Connection With the Corporation's

Redomestication to Connecticut,

on April 21, 1997

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF

PHOENIX LIFE AND ANNUITY COMPANY

THIS CORPORATION, originally incorporated in the State of Missouri on November 2, 1981, as Kansas City Life and Annuity Company, in order to amend and restate its current certificate of incorporation under and pursuant to the provisions of the General Corporation Laws of the State of Connecticut, does hereby certify as follows:

ARTICLE I
NAME

The name of the Corporation is PHOENIX LIFE AND ANNUITY COMPANY.

ARTICLE II
PRINCIPAL OFFICE

The Corporation's principal office for the transaction of business shall be at One American Row, Hartford, Connecticut, or at such other place within the State of Connecticut as the Corporation's Board of Directors shall from time to time determine. The Company's initial registered agent at this office shall be Keith D. Robbins.

ARTICLE III
BUSINESS

The business of the Corporation shall be life insurance, endowments, annuities, accident insurance, health insurance, and any other business or type of business not prohibited to domestic life insurance companies by the laws of Connecticut; and the Corporation is specifically empowered to accept and to cede reinsurance of any such risks or hazards. The Corporation shall also have the power to provide general investment advisory and financial management services and to invest in, manage and operate natural resource and energy-related activities. The Corporation may exercise such powers outside of Connecticut to the extent permitted by the laws of the particular jurisdiction. Policies or other contracts may be issued stipulated to be with or without participation in profits; and they may be with or without seal.

ARTICLE IV
AUTHORIZED STOCK

The total number of shares of stock which the Corporation shall have authority to issue is forty thousand (40,000) shares of Common Stock of the par value of \$100 each. The stockholders shall not have pre-emptive rights.

**ARTICLE V
DIRECTORS**

Election of directors need not be by ballot unless the By-Laws of the Corporation shall so provide. Any director may be removed from office either with or without cause at any time by the affirmative vote of the stockholders of record holding a majority of the outstanding share of stock of the Corporation entitled to vote, given at a meeting of stockholders called for that purpose.

**ARTICLE VI
BY-LAWS**

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend and repeal from time to time the By-Laws of the Corporation.

**ARTICLE VII
EXISTENCE**

The duration of the Corporation shall be perpetual.

**ARTICLE VIII
CONTINUATION**

This corporation is a continuation of the corporate existence of the Company originally known as Kansas City Life and Annuity Company through adoption of the State of Connecticut as its state of domicile and the Corporation's original date of incorporation in Missouri remains its date of incorporation.

Dated this 21st day of April, 1997, at Hartford, Connecticut.

PHOENIX LIFE AND ANNUITY COMPANY

By: Richard H. Barton

Its: General V.P.