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COR AMND/RESTATE/CORRECT OR O/D RESIGN
GUGGENHEIM LIFE AND ANNUITY COMPANY

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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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)

F10000002034

(Document number of corporation (if known))

1. Guggenheim Life and Annuity Company
(Name of corporation as it appears on the records of the Department of State)
2. Iowa 3. 4/29/2010
(Incorporated under laws of) (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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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.

Delaware
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Jill S. Factor
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Jill S. Factor

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

2010 JUN 22 AM 10:43

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BEFORE THE
DEPARTMENT OF INSURANCE
STATE OF DELAWARE

IN THE MATTER OF:)
) Docket No. 1369-2010
THE REDOMESTICATION OF GUGGENHEIM)
LIFE AND ANNUITY COMPANY FROM THE)
STATE OF IOWA TO THE STATE OF DELAWARE)

ORDER

Upon application of Guggenheim Life and Annuity Company ("GLAAC") to be redomesticated from the State of Iowa to the State of Delaware, the Insurance Commissioner of the State of Delaware (the "Commissioner") finds as follows:

FINDINGS OF FACT

1. GLAAC is a life and health insurance company incorporated under the laws of the State of Iowa on August 29, 1985.
2. In accordance with 18 Del. C. §4946 and other applicable provisions of law, the Commissioner is authorized to permit a corporation organized under the laws of another state and admitted to do business as a foreign admitted insurer in Delaware to become a domestic corporation and thereafter be authorized to transact business in Delaware as a domestic insurer.
3. GLAAC has filed all documents required by the Commissioner with regard to the proposed redomestication, and all of such documents have been found to be satisfactory by the Commissioner.

NOW, THEREFORE, based upon the Findings of Fact, it is hereby ORDERED that the redomestication of GLAAC is APPROVED. The redomestication

shall become effective on the date the appropriate documents are filed with the Office of the Secretary of State of the State of Delaware, or of such other effective date as indicated. As of such effective date, the Commissioner will issue a Certificate of Authority to GLAAC which shall evidence that the entity is a Delaware domestic insurer. In accordance with 18 *Del. C.* §4946 and other applicable provisions of laws, as of such effective date, GLAAC will be recognized as the continuing corporation formed under the laws of the State of Iowa on August 29, 1985, but with a change of domiciliary state from Iowa to Delaware as of the date the redomestication is effected in the manner described above.

SO ORDERED this 26th day of May, 2010.



Karen Weldin Stewart, CIR-ML
Insurance Commissioner