009456

ARTICLES OF MERGER Merger Sheet

MERGING:

600002389556--2

THE INDEPENDENT LIFE AND ACCIDENT INSURANCE COMPANY, a Florida corporation, 009456

INTO

AMERICAN GENERAL LIFE AND ACCIDENT INSURANCE COMPANY, a Tennessee corporation, 807243

File date: December 24, 1997, effective December 31, 1997

Corporate Specialist: Velma Shepard