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December 4, 1998

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J. ANDREW KELLER, III, C.P.A.

Division of Corporations
Amendment Section
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Via Hand Delivery

RE: The Mutual Life Insurance Company of New York
Document No. 804890
Application for Amendment

Dear Division of Corporations:

I have enclosed for filing an application for amendment for The Mutual Life Insurance Company of New York.

Please file the application, certify one copy, and provide a certificate of good standing noting the name change. Our messenger will pick up the certificate of good standing Monday.

I have enclosed a check in the amount of \$52.50 for the filing and certification fee.

Please call me if you have any questions. Thank you for your prompt assistance in this matter.

Very truly yours,

Jessica J. Ferreri
Jessica J. Ferreri

Assistant to Paul A. Zeigler

Enclosures

See 12/7

RECEIVED
98 DEC -4 PM 3:00
FILED
98 DEC -4 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400002704014--2
-12/07/98--01003--009
*****52.50 *****52.50

**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)**

1. The Mutual Life Insurance Company of New York
Name of corporation as it appears on the records of the Department of State.
2. New York April 6, 1938
Incorporated under laws of Date authorized to do business in Florida

FILED
98 DEC -4 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, 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? November 16, 1998

5. MONY Life Insurance Company
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.

NO CHANGE
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

NO CHANGE
New Jurisdiction


Signature

December 3, 1998
Date

Michael I. Roth
Typed or printed name

Chairman and Chief Executive Officer
Title

AMENDED AND RESTATED CHARTER

OF

MONY LIFE INSURANCE COMPANY

**Under Sections 1206 and 7312
Of the New York Insurance Law and
Section 807
of the Business Corporation Law**

The undersigned, being Chairman and Chief Executive Officer and Senior Vice President and Secretary, of MONY Life Insurance Company, do hereby certify:

1. The name of the corporation is MONY Life Insurance Company (the "Corporation"). The name under which the Corporation was formed is The Mutual Life Insurance Company of New York.
2. The Charter of said Corporation was filed by the County Clerk's Office of the City and County of New York on April 12, 1842, pursuant to Chapter 246 of the Laws of New York.
3. The Charter of the Corporation is hereby amended, as authorized by Sections 1206 and 7312 of the Insurance Law of the State of New York ("the Insurance Law") and Section 801 of the Business Corporation Law of the State of New York, in connection with the reorganization of the Corporation from a mutual life insurance company to a stock life insurance company pursuant to Section 7312 of the Insurance Law (a) to change the name of the Corporation from The Mutual Life Insurance Company of New York to MONY Life Insurance Company, (b) to establish the stated capital of the Corporation in the amount of \$2,000,000 and to authorize 2,000,000 Common Shares, par value \$1.00 per share, as the shares of the Corporation, (c) to change references in the Charter from "mutual" to "stock," from "trustee" to "director" and from "policyholder" to "shareholder," (d) to revise the provisions relating to (i) the composition of the Board of Directors and (ii) the time and place of the annual shareholders meeting and (e) to add a provision limiting the personal liability of directors.
4. The text of the Charter, as amended by the filing of this Amended and Restated Charter, is hereby amended and restated to read in full as follows:

ARTICLE I

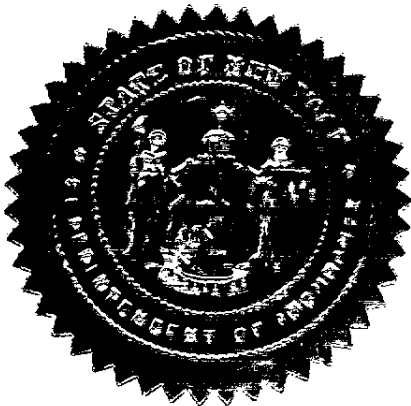
The name of the Corporation shall be MONY Life Insurance Company.

SHORT CERTIFICATE

**STATE OF NEW YORK
INSURANCE DEPARTMENT**

It is hereby certified that the annexed copy of Amended and Restated Charter of MONY Life Insurance Company, of New York, New York, as approved by this Department November 16, 1998,

has been compared with the original on file in this Department and that it is a correct transcript therefrom and of the whole of said original.



In Witness Whereof, I have here-
unto set my hand and affixed
the official seal of this Department
at the City of Albany, this
24th day of November, 1998.

Barbara E. Chelen
Special Deputy Superintendent

ARTICLE II

The principal office of the Corporation shall be located in The City of New York, County of New York, State of New York.

ARTICLE III

Section 1. The Corporation shall have power to do any and all kinds of business specified in paragraphs (1), (2), and (3) of subsection (a) of Section 1113 of the Insurance Law, as follows:

(1) "Life Insurance," meaning every insurance upon the lives of human beings, and every insurance appertaining thereto, including the granting of endowment benefits, additional benefits in the event of death by accident, additional benefits to safeguard the contract from lapse, accelerated payment of part or all of the death benefit or a special surrender value upon diagnosis (A) of terminal illness defined as a life expectancy of twelve months or less, or (B) of a medical condition requiring extraordinary medical care or treatment regardless of life expectancy, or upon (C) certification by a licensed health care practitioner of any condition which requires continuous care for the remainder of the insured's life in an eligible facility or at home when the insured is chronically ill as defined by Section 7702(B) of the Internal Revenue Code and regulations thereunder, provided the accelerated payments qualify under Section 101(g)(3) of the Internal Revenue Code and all other applicable sections of federal law in order to maintain favorable tax treatment, or provide a special surrender value, upon total and permanent disability of the insured, and optional modes of settlement of proceeds. "Life insurance" also includes additional benefits to safeguard the contract against lapse in the event of unemployment of the insured. Amounts paid the insurer for life insurance and proceeds applied under optional modes of settlement or under dividend options may be allocated by the insurer to one or more separate accounts pursuant to section four thousand two hundred forty of the Insurance Law;

(2) "Annuities," meaning all agreements to make periodical payments for a period certain or where the making or continuance of all or some of a series of such payments, or the amount of any such payment, depends upon the continuance of human life, except payments made under the authority of paragraph one above. Amounts paid the insurer to provide annuities and proceeds applied under optional modes of settlement or under dividend options may be allocated by the insurer to one or more separate accounts pursuant to section four thousand two hundred forty of the Insurance Law;

(3) "Accident and health insurance," meaning (i) insurance against death or personal injury by accident or by any specified kind or kinds of accident and insurance against sickness, ailment or bodily injury, including insurance providing disability benefits pursuant to article nine of the workers' compensation law, except as specified in item (ii) hereof and (ii) non-cancellable disability insurance, meaning

insurance against disability resulting from sickness, ailment or bodily injury (but excluding insurance solely against accidental injury) under any contract which does not give the insurer the option to cancel or otherwise terminate the contract at or after one year from its effective date or renewal date;

and any amendments to such paragraphs or provisions in substitution therefor which may be hereafter adopted, together with any other kind or kinds of business to the extent necessarily or properly incidental to the kinds of insurance business which the Corporation is so authorized to do.

Section 2. The Corporation shall also have the general rights, powers and privileges of a corporation, as the same now or hereafter are declared by the laws of the State of New York and any and all other rights, powers and privileges now or hereafter granted by the Insurance Law or any other law or laws of the State of New York to stock life insurance companies having power to do the kinds of business hereinabove referred to.

ARTICLE IV

The amount of the capital of the Corporation shall be \$2,000,000 and consist of 2,000,000 Common Shares, par value \$1.00 per share.

ARTICLE V

Section 1. The corporate powers of the Corporation shall be exercised by a Board of Directors and by such committees, officers, employees and agents as the Board of Directors may authorize, elect or appoint.

Section 2. The Board of Directors shall consist of not less than thirteen (except for vacancies temporarily unfilled) nor more than eighteen directors, as may be determined from time to time by the Board of Directors. Not less than one third of the directors shall be persons who are not officers or employees of the Corporation or any entity controlling, controlled by or under common control with the Corporation and who are not beneficial owners of a controlling interest in the voting stock of the Corporation or any such entity.

Section 3. The Board of Directors shall have power to make from time to time such by-laws, rules and regulations for the transaction of the business of the Corporation and the conduct of its affairs, not inconsistent with this charter or the laws of the State of New York, as may be deemed expedient, and to amend or repeal such by-laws, rules and regulations. Such by-laws shall provide for the election or appointment of executive officers annually by the Board of Directors at its first meeting following the annual meeting of shareholders.

Section 4. No director shall be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity, except that this provision shall not eliminate or limit the liability of any director if a judgement or other final adjudication

adverse to such director establishes that such director's acts or omissions were in bad faith or involved intentional misconduct, or that such director personally gained in fact a financial profit or other advantage to which such director was not legally entitled, or were acts or omissions which (a) he or she knew or reasonably should have known violated the Insurance Law or (b) violated a specific standard of care imposed on directors directly, and not by reference, by a provision of the Insurance Law (or any regulations promulgated thereunder) or (c) constituted a knowing violation of any other law.

ARTICLE VI

Section 1. The directors shall be elected at each annual meeting of the shareholders of the Corporation in the manner prescribed by law. The annual meeting of shareholders shall be held at such place, and at such time as may be fixed by or under the By-laws. Effective upon the effectiveness of the Corporation's reorganization pursuant to Section 7312 of the Insurance Law, the Board of Directors shall no longer be divided into three classes.

Section 2. Vacancies in the Board of Directors, including vacancies resulting from any increase in the authorized number of directors, may be filled by the Board of Directors by a vote of the majority of those present at any meeting.

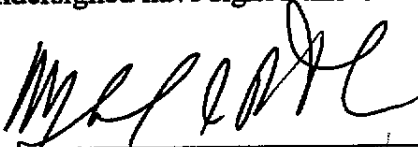
Section 3. Each director shall be at least eighteen years of age, and a majority of directors shall at all times be citizens and residents of the United States and not less than three thereof shall be residents of the State of New York.

ARTICLE VII

The Corporation shall have perpetual existence.

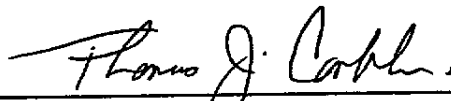
5. The foregoing Amendment and Restatement of the Charter was authorized by the affirmative vote of two-thirds of all votes cast on November 2, 1998, by policyholders entitled to vote on the plan of reorganization of the Corporation pursuant to Section 7312 of the Insurance Law.

IN WITNESS WHEREOF, the undersigned have signed this Charter this 11th day
of November, 1998.



(Signature)

Name: Michael I. Roth
Title: Chairman and Chief Executive Officer



(Signature)

Name: Thomas J. Conklin
Title: Senior Vice President and Secretary

STATE OF New York)
COUNTY OF New York) ss.:

On this 11 th day of November, 1998, before me personally came Michael I. Roth, to me personally known and known to me to be one of the persons who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Denise Tedeschi

Notary Public

DENISE TEDESCHI
Notary Public, State of New York
No. 01TE5016838
Qualified in Nassau County
Commission Expires August 23, 1999.

STATE OF New York)
COUNTY OF New York) ss.:

On this 11 th day of November, 1998, before me personally came Thomas J. Conklin, to me personally known and known to me to be one of the persons who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

Denise Tedeschi

Notary Public

DENISE TEDESCHI
Notary Public, State of New York
No. 01TE5016838
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