

USLIFE CREDIT LIFE
INSURANCE COMPANY

One Woodfield Lake • 1000 Woodfield Road • Schaumburg IL 60173 • 847 517 6000

September 2, 1998

808874

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

400002634404--0
-09/08/98-01147-004
*****43.75 *****43.75

Re: Name Change

Dear Sir/Madam:

In connection with our name change from USLIFE Credit Life Insurance Company to American General Assurance Company, enclosed are the following:

- 1) Application for amendment
- 2) Certified copy of Amended Articles of Incorporation
- 3) Check in the amount of \$43.75 for filing fee and Certificate of State showing name change

Our telephone number and address is as shown above.

Very truly yours,

June M. Sanders
June M. Sanders (Mrs.)
Secretary

Enclosures

FILED
98 SEP -8 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALL 808874
NC
588 9-8-98

(Pursuant to s. 607.1504, F.S.)

(1-3 MUST BE COMPLETED)

Name of corporation as it appears on the records of the Department of State.

Incorporated under laws of

Date authorized to do business in Florida

(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

its jurisdiction of incorporation? August 4, 1998

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.

New Jurisdiction

Signature

Date

June M. Sanders
Typed or printed name

Title

FILED
98 SEP - 8 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
USLIFE CREDIT LIFE INSURANCE COMPANY

ARTICLE I

The name of the corporation shall be American General Assurance Company.

ARTICLE II

The principal office of the corporation shall be in the Village of Schaumburg, in the County of Cook, in the State of Illinois.

ARTICLE III

The period of duration of the corporation shall be perpetual.

ARTICLE IV

The corporation shall engage in the life insurance business defined in clauses (a) and (b) under Class 1 of Section 4 of the Illinois Insurance Code as follows:

(a) Insurance on the lives of persons and every insurance appertaining thereto or connected therewith and granting, purchasing or disposing of annuities. Policies of life or endowment insurance or annuity contracts or contracts supplemental thereto which contain provisions for additional benefits in case of death by accidental means and provisions operating to safeguard such policies or contracts against lapse or to give a special surrender value, or special benefit, or an annuity, in the event, that the insured or annuitant shall become totally and permanently disabled as defined by the policy or contract, shall be deemed to be policies of life or endowment insurance or annuity contracts within the intent of this clause.

(b) Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance pertaining thereto.

ARTICLE V

The corporate powers of the corporation shall be exercised by, and its business and affairs shall be under the control of, a board of directors composed of such numbers of directors, not less than three nor more than twenty-one, as shall be specified by the By-Laws of the corporation. Directors shall be natural persons who are at least twenty-one years of age. At least three of such directors shall be residents of the State of Illinois.



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: AUG 11 1998

A. Dutcher

Acting Director of Insurance

The full Board of Directors shall be elected annually at the annual meeting of stockholders and shall continue in office until the election or appointment of their successors.

In all elections for directors every shareholder has the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate his shares, and give one candidate as many votes as the number of directors multiplied by the number of his shares equals, or to distribute them on the same principle among as many candidates as he thinks fit, and directors shall not be elected in any other manner.

ARTICLE VI

The authorized capital of the corporation shall be \$2,500,000, consisting of 2,000,000 Common Shares having a par value of \$1.25 each.

The board of directors of the corporation may from time to time authorize by resolution the issuance and sale of authorized but unissued shares subject to the issuance of any required permit by the Director of Insurance of the State of Illinois.

No holder of Common Shares of the corporation shall be entitled as such, as a matter of right, to subscribe to any part of any of the authorized and unissued Common Shares, or to any part of any additional issues of shares of the corporation, whether or not issued for cash or securities, or by way of dividend, and all such rights are waived by each holder of Common Shares.

ARTICLE VII

The board of directors of the corporation shall have exclusive power to alter, amend or repeal the By-Laws for government and regulation of the corporation.

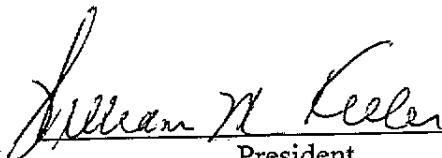
ARTICLE VIII


The names and addresses of the incorporators are

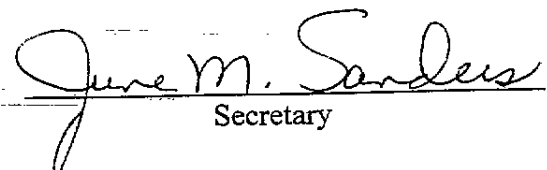
Harold O. Carlson, 722 No. Braeburn Road, Palatine, Ill.
Stuart H. Struck, 5018 Milward Drive, Madison, Wisc.
Norman B. Anderson, 167 No. Highland Rd., Palatine, Ill.

IN WITNESS WHEREOF, the President and Secretary of USLIFE Credit Life Insurance Company of Illinois, thereunto duly authorized, have executed these Amended Articles on this 15th day of June, 1998.

APPROVED this 4 day of
August, A.D. 1998.


President


Acting Director of Insurance
Arnold Dutcher


Secretary