

810333

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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08 JAN 25 AM 8:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts | JAN 28 2008



AEGON USA, Inc.
4333 Edgewood Road NE
Cedar Rapids, IA 52499
Telephone 319-398-8511
Fax 319-369-2206

January 22, 2008

Tina Roberts
Florida Secretary of State's Office
Amendment Section
PO BOX 6327
Tallahassee, FL 32314

Dear Ms. Roberts,

Per our telephone conversations of Thursday, January 17, 2008, please find enclosed the following items:

- Florida Cover Letter;
- Florida Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
- Certified Copy of Articles of Redomestication and Reincorporation for Peoples Benefit Life Insurance Company (from Iowa);
- Check for \$43.75.

The purpose of this filing is to document that Peoples Benefit Life Insurance Company was redomesticated from Missouri to Iowa, effective December 31, 1999. That having been shown, then you can process the withdrawal application for Peoples Benefit Life Insurance Company that you already have in your possession. The withdrawal application has Iowa listed as the domicile state for Peoples Benefit Life Insurance Company, and that was what initiated your phone call to me last Thursday.

If you have any follow-up questions, please do not hesitate to call me at (319) 355-4073.

Respectfully yours,

A handwritten signature in cursive script that reads "Todd M. Perrine".

Todd M. Perrine
Corporate Law Paralegal
(319) 355-4073

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Peoples Benefit Life Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: 810333

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Todd M. Perrine

(Name of Contact Person)

Peoples Benefit Life Insurance Company
(Firm/Company)

4333 Edgewood Road NE
(Address)

Cedar Rapids, IA 52499
(City/State and Zip Code)

For further information concerning this matter, please call:

Todd M. Perrine at (319) 355-4073
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &
Certificate of Status

☒

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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)

810333

(Document number of corporation (if known))

1. Peoples Benefit Life Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Missouri

(Incorporated under laws of)

3. 4/29/1955

(Date authorized to do business in Florida)

FILED
08 JAN 25 AM 8:09
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? _____

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.

Iowa

(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.

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

Craig D. Vermie

(Typed or printed name of person signing)

Secretary

(Title of person signing)

235378

ARTICLES OF REDOMESTICATION AND REINCORPORATION

OF

PEOPLES BENEFIT LIFE INSURANCE COMPANY

RECEIVED
SECRETARY OF STATE

59 DEC 22 PM 4:16

517262 ART110 \$30.00 DJC

Pursuant to Sections 1006 and 1007 of the Iowa Business Corporation Act, the undersigned Corporation adopts the following Articles of Redomestication and Reincorporation:

1. The name of the Corporation is Peoples Benefit Life Insurance Company.
2. The Articles of Redomestication and Reincorporation adopted are as attached as Exhibit 1."
3. The date of adoption of the Articles of Redomestication and Reincorporation was December 8, 1999, to be effective December 31, 1999.
4. The Articles of Redomestication and Reincorporation were approved by the shareholders. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately, and the number of votes of each voting group indisputably represented is as follows:

DESIGNATION OF GROUP	SHARES OUTSTANDING	VOTES ENTITLED TO BE CAST	VOTES REPRESENTED
Common	916,000	916,000	916,000
Preferred	2,290,000	2,290,000	2,290,000

The total number of undisputed votes cast for the amendment was:

VOTING GROUP	VOTES FOR
Common	916,000
Preferred	2,290,000

The number of votes cast for the Articles of Redomestication and Reincorporation by each voting group was sufficient for approval by that voting group.

PEOPLES BENEFIT LIFE
INSURANCE COMPANY

By: 

Craig D. Vermie
Secretary

ArtAmend-PBLIC

10

ARTICLES OF REDOMESTICATION AND REINCORPORATION
OF
PEOPLES BENEFIT LIFE INSURANCE COMPANY
(An Existing Missouri Corporation)
PURSUANT TO THE PROVISIONS OF
SECTION 490.902, CHAPTER 490, AND SECTION 508.12, CHAPTER 508,
OF THE CODE OF IOWA

The undersigned, PEOPLES BENEFIT LIFE INSURANCE COMPANY, a corporation organized under the laws of the State of Missouri for the purpose of continuing its existence, without interruption, as a corporation organized under the laws of the State of Iowa, does hereby elect, pursuant to the laws of the State of Iowa (Iowa Code, Sections 490.902 and 508.12), to become redomesticated and reincorporated as an Iowa Corporation. Upon the taking of effect of these Articles of Redomestication and Reincorporation, Peoples Benefit Life Insurance Company shall be and continue to be possessed of all privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the State of Iowa; and all privileges, franchises and powers belonging to said corporation, and all property, real, personal and mixed, and all debts due on whatever account, all certificates of authority, agent appointments, outstanding insurance policies, capital structure, and all choices in action, shall be and the same are hereby ratified, approved, confirmed and assured to Peoples Benefit Life Insurance Company, with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Iowa. Without limitation of the foregoing, Peoples Benefit Life Insurance Company shall be given recognition as a domestic insurance company of the State of Iowa for all purposes from and after August 6, 1920, the date of its initial authorization as an insurer under the laws of the State of Missouri.

For the purpose of setting forth its charter as an Iowa Corporation, Peoples Benefit Life Insurance Company hereby adopts the following Articles of Redomestication and Reincorporation:

ARTICLE I

The name of the corporation shall be Peoples Benefit Life Insurance Company.

[The remainder of this page was intentionally left blank]

ARTICLE II

The principal office for the transaction of business of the Corporation shall be located at 4333 Edgewood Road NE, Cedar Rapids, Iowa 52499. The registered agent for the Corporation shall be Craig D. Vermie, 4333 Edgewood Road NE, Cedar Rapids, Iowa 52499.

ARTICLE III

The Corporation shall be formed for the following purposes: To make insurance upon the lives of individuals (including variable life) and every assurance pertaining thereto or connected therewith; to grant, purchase and dispose of annuities (including variable annuities) and endowments of every kind and description whatsoever; to provide for contracts of indemnity against death and for weekly or other periodic indemnities for disability occasioned by accident or sickness to the person of the insured, and to do such other things as may be permitted a corporation of this kind by law, and not prohibited by Chapters 490, 506, 507, 508, 508A, 509, 511, 514A and 515 of the Code of Iowa, as amended.

ARTICLE IV

Authorized Shares

The aggregate number of shares of capital stock which the Corporation has authority to issue is 3,436,000 shares, consisting of:

1. 1,146,000 shares of Common Stock, par value \$11.00 per share (the "Common Stock"); and
2. 2,290,000 shares of Preferred Stock, par value \$11.00 per share (the "Preferred Stock").

Common Stock

Except as may otherwise be required by applicable law, all shares of Common Stock shall be identical in all respects and shall entitle the holders thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions.

1. Voting Rights. Each share of the Common Stock shall be entitled to one vote per share on all matters to be voted upon by the shareholders of the Corporation.

2. Dividends. As and when dividends are declared or paid thereon, whether in cash, property or securities of the Corporation, the holders of the Common Stock shall be entitled to participate in such dividends ratably on a per share basis.

3. Liquidation. Subject to the provisions of the Preferred Stock, the holders of the Common Stock shall be entitled to participate ratably on a per share basis in all distributions to the holders of the Common Stock in any liquidation, dissolution or winding up of the Corporation.

Preferred Stock

Except as may otherwise be required by applicable law, all shares of the Preferred Stock shall be identical in all respects and shall entitle the holders thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions.

1. Voting Rights. The shares of the Preferred Stock shall not have any voting rights with respect to matters to be voted upon by the shareholders of the Corporation.

2. Dividends. The holders of the Preferred Stock shall be entitled to receive a cumulative dividend equal to eight and one-half percent (8½) per annum of the Liquidation Value of the Preferred Stock. Such dividends shall accrue whether or not they have been declared or whether or not there are any profits, surplus or other funds of the Corporation legally available for the payment of dividends. In the event that dividends are not paid on the Preferred Stock, then the dividends shall accumulate, and such accumulated dividends must be paid prior to the payment of any dividend declared

by the Corporation on any share of its Common Stock or Preferred Stock authorized and issued by the Corporation.

3. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, the holders of the Preferred Stock will be entitled to be paid out of the assets of the Corporation available for distribution, before any distribution or payment is made upon any of the Corporation's equity securities, an amount in cash equal to \$240.00 per share (the "Liquidation Value"), plus all accrued and unpaid dividends thereon to and including the date of payment. In the event that the assets of the Corporation available for distribution to the holders of shares of the Preferred Stock upon any liquidation, dissolution or winding up of the Corporation are insufficient to pay in full all amounts to which such holders are entitled pursuant to this Paragraph 3, proportionate distributive amounts shall be paid on account of the shares of the Preferred Stock, ratably, in proportion to the full distributive amounts to which the holders of all such shares are respectively entitled upon such liquidation, dissolution or winding up.

4. Redemption. The Corporation may at any time, commencing five (5) years after the date on which the Preferred Stock is issued, redeem all or any portion of the Preferred Stock then outstanding at a price per share equal to the Liquidation Value thereof (plus all accrued and unpaid dividends thereon), provided that all such redemptions are made pro rata among the holders of the Preferred Stock on the basis of the number of shares of Preferred Stock held by such holder.

Regulatory Approval

So long as the Corporation is subject to registration under Iowa Code Section 521A.4, no annual or cumulative dividend shall be paid by the Corporation to shareholders, nor shall any other distribution be made to shareholders with regard to the Common Stock or the Preferred Stock, without complying with the

requirements of Iowa Code Section 521A.5.

ARTICLE V

The Corporation shall be managed and controlled by a Board of Directors composed of not less than seven or more than twenty-one, which said Board of Directors shall elect a Chairman of the Board, President, Vice President, Secretary and Treasurer of the Corporation. In addition, said Board of Directors may elect one or more Senior Vice Presidents, one or more Executive Vice Presidents, additional Vice Presidents, Assistant Secretaries and Assistant Treasurers and may appoint or employ such agents and employees for the Corporation as is deemed necessary or advisable for the proper conduct of the business of the Corporation. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, if less than seven (7) members are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice. The Bylaws of the Corporation may provide for such other powers and duties of the Board of Directors, not inconsistent with the constitution and laws of the State of Iowa, as may be deemed advisable and in the best interest of the Corporation.

The Board of Directors shall be elected annually at an annual meeting of the shareholders to be held on the first Thursday in May of each and every year hereafter, and if not so held in any year, through oversight or otherwise, then at such time as may be fixed by the Board of Directors by resolution. Five percent (5%) of the number of shares of outstanding stock, represented personally or by proxy shall constitute a quorum. In the event a quorum is not present when the meeting is called, the meeting shall be adjourned from day to day, until a quorum is achieved. The directors elected at any annual meeting of the shareholders shall continue in office one year and until their successors are duly elected and qualified; and in the event any vacancy shall occur in the Board of Directors from any cause, the remaining directors shall elect a director to fill such vacancy, which said director so elected shall hold office until the next annual meeting of the shareholders and until his successor shall have been elected and qualified.

ARTICLE VI

The duration of the Corporation is perpetual.

ARTICLE VII

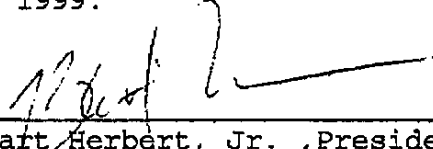
A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) for any transaction from which the director derived any improper personal benefit, or (iv) under Section 490.833 of the Iowa Business Corporation Act. If the Iowa Business Corporation Act is amended after these Articles of Incorporation become effective to authorize corporate action further eliminating or limiting the personal liability of directors then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Iowa Business Corporation Act, as so amended.


Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Service on the Board of Directors of the corporation, or as an officer, or employee thereof, or any such service at the request of the corporation in a like position on behalf of any other corporation, partnership, joint venture, trust, employee benefit plan, or other entity, is deemed by the corporation to have been undertaken and carried on in reliance by such persons on the full exercise by the corporation of all powers of indemnification which are granted to it under the Iowa Business Corporation Act as amended from time to time. Accordingly, the corporation shall exercise all of its permissive powers whenever, as often as necessary and to the fullest extent possible to indemnify such persons. Such indemnification shall be limited or denied only when and to the extent that the Iowa Business Corporation Act or other applicable legal principles limit or deny the corporation's authority to so act. This provision and the indemnification provisions of the Iowa Business Corporation Act (to the extent not

otherwise governed by controlling precedent) shall be construed liberally in favor of the indemnification of such persons.

IN WITNESS WHEREOF, the undersigned President has executed this instrument and the Secretary of the Company has affixed the corporate seal of the Company hereto and attested said seal of this 9th day of December, 1999.


Bart Herbert, Jr., President


Craig D. Vermie, Secretary

STATE OF IOWA)
)
COUNTY OF LINN)

The foregoing instrument was acknowledged before me this 9th day of December, 1999, by the President and Secretary respectively of Peoples Benefit Life Insurance Company.


Notary Public

My commission expires: 6/12/2001

RECEIVED
SECRETARY OF STATE
IOWA

**CERTIFICATE OF APPROVAL
ATTORNEY GENERAL**

53 DEC 22 PM 4:16

Pursuant to provisions of the Iowa Code, the undersigned approves the "Articles of Redomestication and Reincorporation" for Peoples Benefit Life Insurance Company (adopted December 8, 1999) and finds them in conformance with the laws of the United States and with the laws and Constitution of the State of Iowa.

THOMAS J. MILLER
Attorney General of Iowa

12-22-99
Date

By:

Scott M. Galenbeck
SCOTT M. GALENBECK
Assistant Attorney General

**CERTIFICATE OF APPROVAL
COMMISSIONER OF INSURANCE**

Pursuant to the provisions of the Iowa Code, the undersigned approves the "Articles of Redomestication and Reincorporation" for Peoples Benefit Life Insurance Company (adopted December 8, 1999).

THERESE M. VAUGHAN
Commissioner of Insurance

12-22-99
Date

By:

Robert L. Howe
ROBERT L. HOWE
Deputy Commissioner of Insurance

Order Articles application"

FILED
IOWA
SECRETARY OF STATE

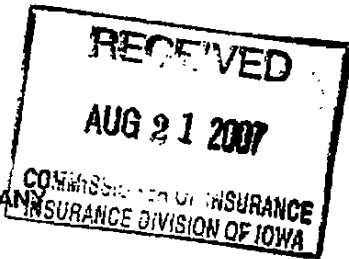
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ARTICLES OF MERGER
OF
MONUMENTAL LIFE INSURANCE COMPANY
AN IOWA CORPORATION



AND
PEOPLES BENEFIT LIFE INSURANCE COMPANY
AN IOWA CORPORATION

07 SEP 18 PM 3:17

RECEIVED
SECRETARY OF STATE
IOWA

Pursuant to the provisions of Section 490.1102 of the Iowa Business Corporation Act, Monumental Life Insurance Company, an Iowa corporation ("MLIC"), hereby merges Peoples Benefit Life Insurance Company, an Iowa corporation ("PBLIC") into MLIC on the following terms and conditions:

1. MLIC and PBLIC are hereby merged in accordance with the terms of, and in the manner set forth in, the Plan of Merger attached hereto as Exhibit A and incorporated herein by reference, effective October 1, 2007. The name of the surviving corporation is "Monumental Life Insurance Company". The Articles of Incorporation of MLIC shall continue as the Articles of Incorporation of the surviving corporation.
2. The Plan of Merger was approved by resolution adopted by the Boards of Directors of MLIC and PBLIC and by resolution adopted by the Shareholders of MLIC and PBLIC, and the performance of its terms were duly authorized by all action required by the laws of the State of Iowa and by the articles of incorporation of PBLIC and MLIC.
3. PBLIC has outstanding 1,145,000 shares of Common Stock, par value \$11.00 per share, of which 873,525 shares are owned by MLIC, 42,475 shares are owned by Commonwealth General Corporation, and 229,000 shares are owned by Capital General Development Corporation. PBLIC has outstanding 2,290,000 shares of Preferred Stock, par value \$11.00 per share, all of which are owned by Capital General Development Corporation. There are no shares of any other class of capital stock of PBLIC outstanding.
4. MLIC has outstanding 7,444 shares of Class A Common Stock, par value \$750.00 per share, all of which are owned by Capital General Development Corporation, and 2,803 shares of Class B Common Stock, par value \$750.00 per share, all of which are owned by Capital General Development Corporation.
5. The executed Plan of Merger is on file at the principal place of business of MLIC, 4333 Edgewood Road NE, Cedar Rapids, Iowa 52499.

7

CORPORATE SEAL

Attest:

H. Stacey Boyer
H. Stacey Boyer
Secretary

MONUMENTAL LIFE
INSURANCE COMPANY

By: Henry G. Hagan
Henry G. Hagan
President Date: 7/23/07

CORPORATE SEAL

Attest:

Craig D. Vermie
Craig D. Vermie
Secretary

PEOPLES BENEFIT LIFE
INSURANCE COMPANY

By: Marilyn Carp
Marilyn Carp
President Date: _____

STATE OF MARYLAND)

city of Baltimore) ss
~~COUNTY OF~~

I, Susan M. Battistone a Notary Public, do hereby certify that on July 23, 2007, personally appeared before me Henry G. Hagan, who being by me first duly sworn, declared that he is the President of Monumental Life Insurance Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)

Susan M. Battistone
Notary Public
My Commission Expires: October 1, 2007

STATE OF MARYLAND)

COUNTY OF) ss

I, _____ a Notary Public, do hereby certify that on _____, 2007, personally appeared before me Marilyn Carp, who being by me first duly sworn, declared that she is the President of Peoples Benefit Life Insurance Company, that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)

Notary Public
My Commission Expires: _____

CORPORATE SEAL
Attest:

H. Stacey Boyer
Secretary

MONUMENTAL LIFE
INSURANCE COMPANY

By: Henry G. Hagan
President Date: _____

CORPORATE SEAL
Attest:

Craig D. Vermie
Secretary

PEOPLES BENEFIT LIFE
INSURANCE COMPANY

By: Marilyn Carp
President Date: 1-23-07

STATE OF MARYLAND)
COUNTY OF _____) ss

I, _____, a Notary Public, do hereby certify that on _____, 2007, personally appeared before me Henry G. Hagan, who being by me first duly sworn, declared that he is the President of Monumental Life Insurance Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

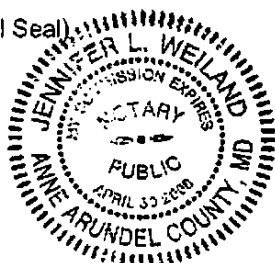
(Notarial Seal)

Notary Public
My Commission Expires: _____

STATE OF MARYLAND)
COUNTY OF Anne Arundel) ss

July 23, Jennifer L. Weiland, a Notary Public, do hereby certify that on _____, 2007, personally appeared before me Marilyn Carp, who being by me first duly sworn, declared that she is the President of Peoples Benefit Life Insurance Company, that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)



Jennifer L. Weiland
Notary Public
My Commission Expires: 4-30-08

EXHIBIT A

**PLAN OF MERGER
OF
PEOPLES BENEFIT LIFE INSURANCE COMPANY
AN IOWA CORPORATION
INTO
MONUMENTAL LIFE INSURANCE COMPANY
AN IOWA CORPORATION**

1. The name of the corporation to be merged is Peoples Benefit Life Insurance Company ("PBLIC"), an Iowa corporation incorporated on August 6, 1920. The name of the corporation into which PBLIC will merge is Monumental Life Insurance Company ("MLIC"), an Iowa corporation incorporated on March 5, 1858.

2. PBLIC has 1,146,000 authorized shares of Common Stock at a par value of \$11.00 each, of which 873,525 shares are issued to MLIC, 42,475 shares are issued to Commonwealth General Corporation ("CGC"), and 229,000 shares are issued to Capital General Development Corporation ("CGDC"). PBLIC has 2,290,000 authorized shares of Preferred Stock at a par value of \$11.00 each, all of which are issued and outstanding and wholly-owned by CGDC. MLIC has 10,000 authorized shares of Class A Common Stock at a par value of \$750.00 each, all of which are issued and outstanding and wholly-owned by CGDC; and 10,000 authorized shares of Class B Common Stock at a par value of \$750.00 each, all of which are issued and outstanding and wholly-owned by CGDC. MLIC, PBLIC, CGC, and CGDC are affiliated corporations within the same insurance holding company system.

3. The name of the surviving corporation shall be "Monumental Life Insurance Company". The Articles of Incorporation of MLIC shall continue as the Articles of Incorporation of the surviving corporation. The Bylaws of MLIC shall continue as the Bylaws of the surviving corporation.

4. The officers and board of directors of MLIC shall continue in office until their successors are duly elected and qualified under the provisions of the Bylaws of MLIC.

5. This merger of PBLIC with and into MLIC is intended to be a tax-free reorganization pursuant to Section 368(a)(1) of the Internal Revenue Code of 1986.

PBLIC stock shall be deemed cancelled by operation of law. Therefore, in exchange for its agreement to merge PBLIC into MLIC, CGDC and CGC shall receive MLIC Common Stock equal in value to the fair market value of the PBLIC Common Stock and Preferred Stock that is deemed cancelled.

6. The merger shall become effective on October 1, 2007, or such later date when the necessary regulatory approvals have been obtained, including the approval of the Iowa Insurance Division.

CORPORATE SEAL
Attest:

H. Stacey Boyer
H. Stacey Boyer
Secretary

MONUMENTAL LIFE
INSURANCE COMPANY

By: Henry G. Hagan
Henry G. Hagan
President Date: 7/23/07

CORPORATE SEAL
Attest:

Craig D. Vermie
Craig D. Vermie
Secretary

PEOPLES BENEFIT LIFE
INSURANCE COMPANY

By: Marilyn Carp
Marilyn Carp
President Date: _____

STATE OF MARYLAND)
City of Baltimore) ss
~~COUNTY OF BALTIMORE~~

I, Susan M. Battistone a Notary Public, do hereby certify that on July 23, 2007, personally appeared before me Henry G. Hagan, who being by me first duly sworn, declared that he is the President of Monumental Life Insurance Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)

Susan M. Battistone
Notary Public
My Commission Expires: October 1, 2007

STATE OF MARYLAND)
) ss
COUNTY OF _____)

I, _____ a Notary Public, do hereby certify that on _____, 2007, personally appeared before me Marilyn Carp, who being by me first duly sworn, declared that she is the President of Peoples Benefit Life Insurance Company, that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)

Notary Public
My Commission Expires: _____

CORPORATE SEAL
Attest:

H. Stacey Boyer
Secretary

MONUMENTAL LIFE
INSURANCE COMPANY

By: _____
Henry G. Hagan
President Date: _____

CORPORATE SEAL
Attest:

Craig D. Vermie
Secretary

PEOPLES BENEFIT LIFE
INSURANCE COMPANY

By: _____
Marilyn Carp
President Date: 1-23-07

STATE OF MARYLAND)
COUNTY OF _____) ss

I, _____, a Notary Public, do hereby certify that on _____, 2007, personally appeared before me Henry G. Hagan, who being by me first duly sworn, declared that he is the President of Monumental Life Insurance Company, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

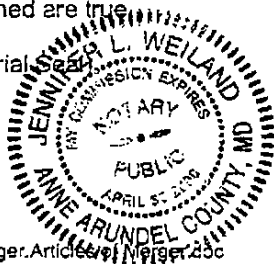
(Notarial Seal)

Notary Public
My Commission Expires: _____

STATE OF MARYLAND)
COUNTY OF Anne Arundel) ss

July 23 Jennifer L. Weiland, a Notary Public, do hereby certify that on _____, 2007, personally appeared before me Marilyn Carp, who being by me first duly sworn, declared that she is the President of Peoples Benefit Life Insurance Company, that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)



Jennifer L. Weiland
Notary Public
My Commission Expires: 4-30-08

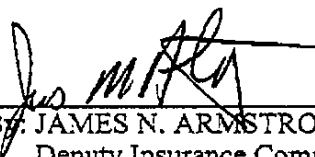
PBLC/MLIC Merger, Article of Merger, 23c


COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approve the Articles of Merger of **Monumental Life Insurance Company** and **Peoples Benefit Life Insurance Company** (effective October 1, 2007).

SUSAN E. VOSS
Iowa Insurance Commissioner

THOMAS J. MILLER
Iowa Attorney General


By: JAMES N. ARMSTRONG
Deputy Insurance Commissioner


By: JEANIE KUNKLE VAUDT
Assistant Attorney General

Date: 9/18/07

Date: 9/18/07

FILED
IOWA
SECRETARY OF STATE

9-18-07
3:17 PM

W543637

