

GRANGER & SANTRY,  
P.A.

813634

MICHAEL L. GRANGER  
FRANK J. SANTRY

ATTORNEYS AND COUNSELORS

MAILING ADDRESS:  
POST OFFICE BOX 14129  
TALLAHASSEE, FLORIDA  
32317

(850) 385-3800

2833 REMINGTON GREEN CIRCLE  
(CAPITAL CIRCLE NORTHEAST)

FACSIMILE: (850) 385-3862

HTTP://WWW.GSMH.COM

November 17, 2000

Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

800003470918--0

-11/20/00--01131--007

\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: Change of Name - Foreign Corporation

Dear Sir or Madam:

Enclosed please find the application for amendment for CGU Life Insurance Company of America, a Delaware Corporation, formerly known as Commercial Union Life Insurance Company. In addition, a certificate from the State of Delaware evidencing the amendment and a check for \$52.50 are also enclosed.

We request that this application be processed as soon as possible.

Thank you for your attention to these matters. If you have any questions, please contact our office at the above address and phone number.

Sincerely,

GRANGER & SANTRY, P.A.

  
Michael L. Granger

Enclosures: Application for Amendment  
Original Certificate of Amendment  
Check

cc: Robert Shiels  
mlg/CGU-dos-L01

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 11 PM 2:11

Name Change  
HFS 12-12-2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 30, 2000

Michael L. Granger, Esquire  
Post Office Box 14129  
Tallahassee, FL 32317

SUBJECT: COMMERCIAL UNION LIFE INSURANCE COMPANY OF AMERICA  
Ref. Number: 813634

We have received your document for COMMERCIAL UNION LIFE INSURANCE COMPANY OF AMERICA and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 800A00060767

RECEIVED  
00 DEC 11 AM 9:32  
DIVISION OF CORPORATIONS

GRANGER & SANTRY,  
P.A.

MICHAEL L. GRANGER  
FRANK J. SANTRY

ATTORNEYS AND COUNSELORS

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HTTP://WWW.GSMH.COM

December 8, 2000

Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Change of Name - Foreign Corporation  
Attention: Louise Flemming-Jackson

Dear Ms. Flemming-Jackson:

Enclosed is a copy of your letter dated November 30, 2000 along with the application for amendment for CGU Life Insurance Company of America, a Delaware corporation formally known as Commercial Union Life Insurance Company.

In addition as you requested in your November 30, 2000 letter, an original certificate of the state of Delaware evidencing the amendment. As your letter reflects we have included and you have retained our check in the amount of \$52.50 for the appropriate fee.

We request that this application be processed as soon as possible. Thank you for your attention on these matters, and please contact our office if you have any questions.

Sincerely,

GRANGER & SANTRY, P.A.



Michael L. Granger

FILED  
SECRETARY OF STATE  
DIVISION OF RECORDS  
DEC 11 PM 2:11

Senior Vice President, General Counsel  
& Secretary Title

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "COMMERCIAL UNION LIFE INSURANCE COMPANY OF AMERICA", CHANGING ITS NAME FROM "COMMERCIAL UNION LIFE INSURANCE COMPANY OF AMERICA" TO "CGU LIFE INSURANCE COMPANY OF AMERICA", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0523309 8100

991438970



*Edward J. Freel*  
Edward J. Freel, Secretary of State

0033202

AUTHENTICATION:

DATE:

10-19-99

CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF  
COMMERCIAL UNION LIFE INSURANCE COMPANY OF AMERICA

COMMERCIAL UNION LIFE INSURANCE COMPANY OF AMERICA, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

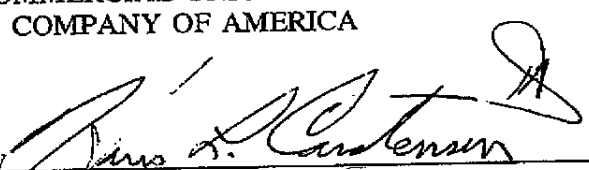
The amendment to the Corporation's Certificate of Incorporation set forth in the following resolution, approved by the Corporation's Board of Directors and sole stockholder, was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

"RESOLVED: That Article FIRST of the Certificate of Incorporation of this Corporation be amended so as to read in its entirety as follows:

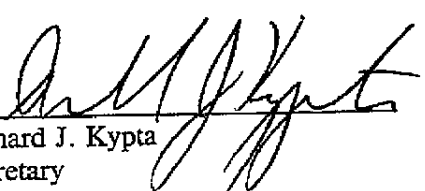
'FIRST: The name of the corporation is CGU LIFE INSURANCE COMPANY OF AMERICA.'"

IN WITNESS WHEREOF, Commercial Union Life Insurance Company of America has caused this Certificate to be signed by its President and attested by its Secretary this 8<sup>th</sup> day of OCTOBER, 1999.

COMMERCIAL UNION LIFE INSURANCE  
COMPANY OF AMERICA

By   
Hans L. Carstensen, III  
President

Attest:

  
Richard J. Kypta  
Secretary

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 10/14/1999  
991438970 - 0523309