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SECRETARY  
DIVISION  
03 JAN 23 PM 3:44

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(Business Entity Name)

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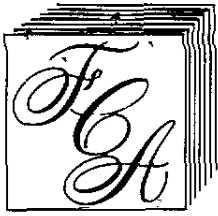


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N/c

V SHEPARD JAN 29 2003



**FIRST CONSULTING**  
*& Administration, Inc.*

January 17, 2003

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

RE: Name Change for CGU Life Insurance Company of America to Aviva Life Insurance Company  
Our File # 3830

Dear Sir or Madam:

Effective March 3, 2003, CGU Life Insurance Company's name is changed to Aviva Life Insurance Company.

In addition to the executed Amendment Application, I am enclosing the following:

1. Two certified copies of Amendment to Certificate of Incorporation.
2. Check in the amount of \$52.50 for the required fee.

I have also enclosed an authorization letter concerning the name change. During the name change process, should you require anything further to update and complete your records concerning the name change, please forward the correspondence and/or forms to:

**First Consulting & Administration, Inc.**  
1020 Central, Suite 201  
Kansas City, MO 64105-1670  
Attn: Scott Sheffer, ext. 2742  
Telephone (816) 391-2742, (800) 927-2730  
Fax: (816) 391-2755  
Email: [scott.sheffer@firstconsulting.com](mailto:scott.sheffer@firstconsulting.com)

Thank you in advance for your help in this matter.

Sincerely,

FIRST CONSULTING & ADMINISTRATION, INC.

Scott Sheffer, FLMI, CLU, AIRC  
Associate Consultant  
Writer's Extension: 2742  
E-mail: [scott.sheffer@firstconsulting.com](mailto:scott.sheffer@firstconsulting.com)

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**CGU Life Insurance Company of America**

Newport Office Park  
108 Myrtle Street  
North Quincy, MA 02171  
1-817-405-8245  
1-800-225-8073 X8245  
Fax: 1-817-405-6386  
Email: ggulmond@cgulifeusa.com

**Gerard J. Guimond**  
Vice President, General Counsel & Secretary

**CGU**

**IT'S NOT A PROMISE UNTIL YOU KEEP IT. <sup>SM</sup>**

**November 12, 2002**

**To: The Insurance Commissioner**

**AUTHORIZATION**

This letter or a copy thereof, authorizes the consulting firm of First Consulting & Administration, Inc. Kansas City, Missouri, to represent CGU Life Insurance Company of America in matters before the Insurance Department relating to the Company's change of name to Aviva Life Insurance Company.

This authorization shall be valid until revoked by us.

**CGU Life Insurance Company of America**

By: Gerard J. Guimond  
[Gerard J. Guimond, VP, General Counsel & Secretary]

**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)**

FILED  
SECRETARY OF CORPORATION  
DIVISION OF REGISTRATION  
03 JAN 23 PM 3:44

\_\_\_\_\_  
(Document number of corporation (if known))

1. CGU Life Insurance Company of America  
(Name of corporation as it appears on the records of the Department of State)

2. Delaware 3. 5/22/59  
(Incorporated under laws of) (Date authorized to do business in 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? Jan. 3, 2003 Effective March 3, 2003

5. Aviva 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.

\_\_\_\_\_  
(New duration)

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

\_\_\_\_\_  
(New jurisdiction)

Gerard J. Guimond  
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Gerard J. Guimond  
(Typed or printed name)

December 23, 2002  
(Date)

Vice President, General Counsel,  
(Title) Secretary

# Delaware

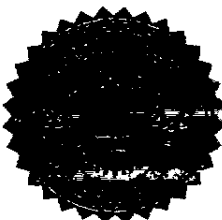
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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 "CGU LIFE INSURANCE COMPANY OF AMERICA", CHANGING ITS NAME FROM "CGU LIFE INSURANCE COMPANY OF AMERICA" TO "AVIVA LIFE INSURANCE COMPANY", FILED IN THIS OFFICE ON THE THIRD DAY OF JANUARY, A.D. 2003, AT 9 O'CLOCK A.M.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRD DAY OF MARCH, A.D. 2003.



0523309 8100

020778819 ---

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2192831

DATE: 01-08-03

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 01/03/2003  
020778819 - 0523309

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF RESTATED CERTIFICATE OF INCORPORATION**

CGU LIFE INSURANCE COMPANY OF AMERICA (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

**DOES HEREBY CERTIFY:**

**FIRST:** That by Unanimous Consent of the Board of Directors of the Company dated December 13, 2002, resolutions were duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation as if the same had been adopted at a duly held meeting of the Board of Directors. The resolution setting forth the proposed amendment is as follows:

**RESOLVED:** That the Restated Certificate of Incorporation of CGU Life Insurance Company of America be amended by changing Paragraph First so that, as amended, said Paragraph shall be read as follows:

"Effective March 3, 2003, the name of the corporation is Aviva Life Insurance Company."

**SECOND:** That the stockholders of said corporation entered into a Unanimous Consent whereby the necessary number of shares as required by statute were voted in favor of the amendment, which was entered into in lieu of a special meeting of the stockholders of said corporation pursuant to Section 222 of the General Corporation Law of the State of Delaware.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Company has caused this certificate to be signed by Gerard J. Guimond, an Authorized Officer, this 3<sup>rd</sup> day of January 2003.

By: Gerard J. Guimond  
Authorized Officer

Title: Vice President

Name: GERARD J. GUIMOND  
Print or Type