

818935

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

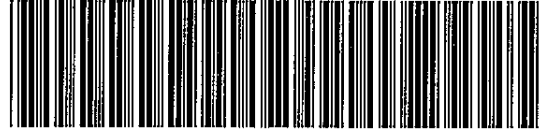
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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11/08/02--01017--006 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 NOV -8 PM 1:59

Amendment Changing Jurisdiction
LFS
11-8-2002



**Nationwide
ProvidentSM**

a Nationwide® Financial company

Nationwide Life Insurance Company of America

November 7, 2002

VIA FEDERAL EXPRESS

Ms. Louise Jackson
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Nationwide Life and Annuity Company of America NAIC #70750
F/K/A Providentmutual Life and Annuity Company of America

Dear Ms. Jackson:

In response to our phone conversation today, enclosed are two original signature Applications by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida. The first is to change jurisdiction and a new one to change the corporation's name.

Thank you for being so wonderful.

Yours truly,

A handwritten signature in cursive script that reads "Florence M. Delaney".

Florence M. Delaney, FLMI
Senior Legal Analyst

enclosures



**Nationwide
ProvidentSM**

a Nationwide[®] Financial company

Nationwide Life Insurance Company of America

November 6, 2002

VIA FEDERAL EXPRESS

Ms. Louise Jackson
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Nationwide Life and Annuity Company of America NAIC #70750
 F/K/A Providentmutual Life and Annuity Company of America

Dear Ms. Jackson:

In response to our phone conversation yesterday, enclosed is the Original Certified Restated Certificate of Incorporation for the captioned company evidencing its redomestication from Pennsylvania to Delaware. Also enclosed is check #34003102 in the amount of \$35.00 to cover the filing fee.

It is our understanding that this will enable you to complete the filing of the name change to Nationwide Life and Annuity Company of America, and to forward the necessary documentation for us to complete our filing with the Department of Insurance.

Thank you for assisting me with this matter.

Yours truly,

A handwritten signature in cursive script that reads "Florence M. Delaney".

Florence M. Delaney, FLMI
Senior Legal Analyst

enclosures

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)

818935
(Document number of corporation (if known))

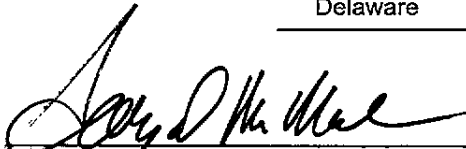
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 NOV -8 PM 1:59

1. Providentmutual Life and Annuity Company of America
(Name of corporation as it appears on the records of the Department of State)
2. Pennsylvania 3. August 5, 1965
(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? _____
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)
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.
Delaware
(New jurisdiction)


(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)

Gary D. McMahan

(Typed or printed name)

11/6/02

(Date)

President

(Title)

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER



841 SILVER LAKE BLVD.
DOVER, DELAWARE 19904-2465
(302) 739 - 4251
FACSIMILE (302) 739 - 5280

Department of Insurance

CERTIFIED RESTATED CERTIFICATE OF INCORPORATION

I, DONNA LEE H. WILLIAMS, Insurance Commissioner of the State of Delaware, do hereby certify that the attached Restated Certificate of Incorporation of the

**NATIONWIDE LIFE AND ANNUITY COMPANY OF AMERICA
(f/k/a PROVIDENTMUTUAL LIFE AND ANNUITY COMPANY OF AMERICA
and WASHINGTON SQUARE LIFE INSURANCE COMPANY),**

as filed with the Delaware Secretary of State on October 28, 1992, is a true and correct copy of the document on file with this Department.

IN WITNESS WHEREOF, I HAVE HEREUNTO
SET MY HAND AND AFFIXED THE OFFICIAL
SEAL OF THIS DEPARTMENT AT THE CITY
OF DOVER, THIS 4TH DAY OF NOVEMBER,
2002.

Donna Lee H. Williams

DONNA LEE H. WILLIAMS
INSURANCE COMMISSIONER

**RESTATED CERTIFICATE OF INCORPORATION
OF
PROVIDENTMUTUAL LIFE AND ANNUITY COMPANY OF AMERICA**

Providentmutual Life and Annuity Company of America, a corporation organized and existing under the laws of the State of Delaware as of the date of filing of this certificate, hereby certifies as follows:

1. The name of the corporation is Providentmutual Life and Annuity Company of America. The corporation was originally incorporated in the Commonwealth of Pennsylvania under the name Washington Square Life Insurance Company as a domestic insurance corporation. The corporation's original certificate of incorporation was filed with the State Corporation Bureau of the Commonwealth of Pennsylvania on January 8, 1958. A number of amendments have thereafter been made to the said Certificate of Incorporation by means of various Articles of Amendment, all of which were also filed in Pennsylvania.
2. Providentmutual Life and Annuity Company of America has been domesticated from the Commonwealth of Pennsylvania to the State of Delaware effective as of the date of filing of this certificate, pursuant to Section 4946 of the Delaware Insurance Code (18 Del. C §4946) and all other applicable provisions of the Delaware and Pennsylvania law and a Certificate of Incorporation incorporating all of the provisions of the prior Pennsylvania Certificate of Incorporation as amended has today been filed as the Delaware Certificate of Incorporation of the Corporation to implement its domestication to Delaware. The corporation now is filing this Restated Certificate of Incorporation to replace that Delaware Certificate of Incorporation to eliminate unnecessary provisions in that Certificate of Incorporation.
3. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates and integrates and further amends the provisions of the original Pennsylvania Certificate of Incorporation as previously amended and becomes the Certificate of Incorporation of this corporation.

The text of the Restated Certificate of Incorporation as heretofore filed, amended or supplemented in Pennsylvania is hereby restated and further amended and reads in its entirety as follows:

**CERTIFICATE OF INCORPORATION
OF
PROVIDENTMUTUAL LIFE AND ANNUITY COMPANY OF AMERICA**

FIRST: The name of the corporation is Providentmutual Life and Annuity Company of America.

SECOND: Its registered office in the State of Delaware is to be located at 300 Continental Drive, Christiana Executive Campus, Newark, County of New Castle, Delaware, 19713, and its registered agent at that address in Providentmutual Life and Annuity Company of America.

THIRD: The nature of the business of the corporation and the purposes to be promoted by it are to engage in the business of insurance and any lawful acts or activities for which corporations may be organized under the general corporation law of the State of Delaware related to the business of insurance.

FOURTH: The amount of the total authorized capital stock of the corporation shall be \$2,500,000.00. The capital stock shall be represented by 250,000 shares, having a par value of \$10.00 each.

FIFTH: The name and mailing address of the Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Glenn C. Kenton, Esquire	One Rodney Square P.O. Box 551 Wilmington, Delaware 19899

SIXTH: The existence of this corporation is to be perpetual.

SEVENTH: This corporation reserves the rights to amend, alter, change and repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, amend and repeal the By-Laws of this corporation. The stockholders and directors shall have power to hold their meetings, and keep the books and records of the corporation, outside the State of Delaware, at such places as may from time to time be designated.

NINTH: No contract, act or other transaction between this Corporation and any person or persons, co-partnership, corporation or association shall be affected or invalidated by the fact that any one or more of the stockholders, directors, or officers of this Corporation is interested in, or is a stockholder, director or officer of such other corporation or association or is a party to or interested in such contract, act or other transaction or in any way connected with such person or persons, co-partnership, association or corporation, or that in any transaction between this Corporation and another corporation, either of them is a stockholder in the other. Any person who may become a director of this Corporation is hereby relieved from all disability or liability arising out of any contract entered into in good faith with the Corporation for the benefit of himself or any person or persons, co-partnership, association or corporation or any person or persons, co-partnership, association or corporation in which he may have or represent a financial interest.

TENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them, or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, on the application in a summary way of (a) this Corporation, (b) any creditor or stockholder of this corporation, (c) any receiver or receivers appointed for this Corporation under the provisions of Section 291, of Title 8 of the Delaware Code, or (d) any trustees in dissolution appointed

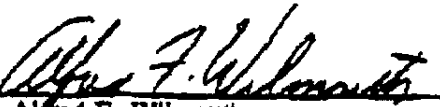
for this Corporation under the provisions of section 279 of said Title 8, may order a meeting of the creditors or class of creditors, or order the stockholders or class of stockholders, to be summoned in such a manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, or all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this corporation.

ELEVENTH: The Corporation shall, to the fullest extent permitted by Section 145 of the Delaware General Corporation Law, indemnify any and all of its Directors and Officers, who shall serve as an officer or Director of this Corporation at the request of this Corporation, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other provision of the Certificate of Incorporation, any provision of the By-laws, any agreement, any vote of Stockholders or disinterested Directors or otherwise, both as to action in his official capacity while holding such office and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, Employee, or Agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been signed
under the seal of the corporation this 28th day of October, 1992.

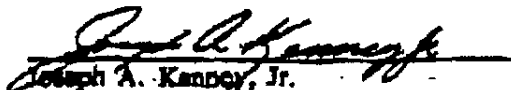
**PROVIDENTMUTUAL LIFE AND
ANNUITY COMPANY OF AMERICA**

By:



Alfred F. Willmouth
President

Attest:


Joseph A. Kanney, Jr.
Secretary