

819570

UNITED COMPANIES LIFE INSURANCE COMPANY

A PENNCORP FINANCIAL GROUP, INC. COMPANY

April 4, 1997

VIA FEDERAL EXPRESS

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

200002135512--6
-04/07/97--01135--021
*****96.25 *****96.25

RE: United Companies Life Insurance Company - NAIC # 69876
Name Change to United Life & Annuity Insurance Company

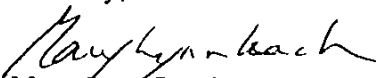
Thank you for your quick response to our request for the name change to United Life & Annuity Insurance Company. Please find enclosed the additional information that you requested.

1. The completed "Profit Corporation" application for the amendment of the Certificate of Authority.
2. A certified copy of the Certificate of Authority issued by Louisiana on March 12, 1997, attached to a certified copy of the Resolutions of the Board of Directors.
3. A check in the amount of \$96.25.


If you should have any further questions regarding this matter, please do not hesitate to call Wendy Williamson at (504) 952-600 ext. 2433.

Thank you in advance for your time and effort.

Sincerely,


Mary Lynn Leach,
Vice President

Enclosures


FILED
DIVISION OF STATE
CORPORATIONS
97 APR -7 AM 11:53
1997
APR

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
SECTION I
DIVISION
97 APR -7 AM 11:53

1. United Companies Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Louisiana 3. June 20, 1966
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? March 12, 1997
5. United Life & Annuity 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

Mary Lynn Leach
Signature

4/4/97
Date

Mary Lynn Leach
Typed or printed name

Vice President
Title



James H. "Jim" Brown

I, THE UNDERSIGNED Commissioner of Insurance, OF THE STATE OF
LOUISIANA, DO HEREBY CERTIFY THAT

the attached is a true and correct copy of the Amendment to the Articles of Incorporation of the
UNITED COMPANIES LIFE INSURANCE COMPANY, of Baton Rouge, Louisiana, dated March 12, 1997,
on file in the Commissioner of Insurance office.

*Given under my signature, authenticated with the
impress of my Seal of office, at the City of Baton
Rouge, this 14th day of March
A.D. 19 97*

James H. "Jim" Brown
Commissioner of Insurance



James H. "Jim" Brown
I, THE UNDERSIGNED Commissioner of Insurance, OF THE STATE OF
LOUISIANA, DO HEREBY CERTIFY THAT

a certified copy of Amendment to the
Articles of Incorporation of the
UNITED COMPANIES LIFE INSURANCE COMPANY
an insurance company organized under the laws of the State of
Louisiana, domiciled at Baton Rouge, Louisiana,
Parish of East Baton Rouge, being by act before Marcel Dupre'
Notary in and for Parish of East Baton Rouge, State of Louisiana,
on the 5th day of March, 19 97, and recorded in Original Book
of the Charters of the Parish of East Baton Rouge,
on the 6th day of March, 19 97, was filed in this office at 11:00 a.m.
on the 12th day of March, 19 97.

Amendment effective: March 6, 1997

Company Name Change

Given under my signature, authenticated with the
impress of my Seal of office, at the City of Baton
Rouge, this 12th day of March
A. D. 19 97

Jim Brown

James H. "Jim" Brown
Commissioner of Insurance



James H. "Jim" Brown
COMMISSIONER OF INSURANCE

AMENDED

Certificate of Authority

UNITED LIFE & ANNUITY INSURANCE COMPANY

Whereas, the

LOUISIANA

located at

has applied for a certificate of authority and made the filings required of such Insurer

Therefore I, James H. "Jim" Brown, the undersigned, Commissioner of Insurance
do hereby certify that the said **United Life & Annuity Insurance Company**

is authorized to transact its appropriate business of

Life
Variable Annuity
Health and Accident

Insurance in this State
in accordance with the laws thereof. This certificate shall remain in effect until cancelled, suspended,
revoked, or the renewal thereof refused.

AMENDED: March 12, 1997

Original certificate effective 07-07-55

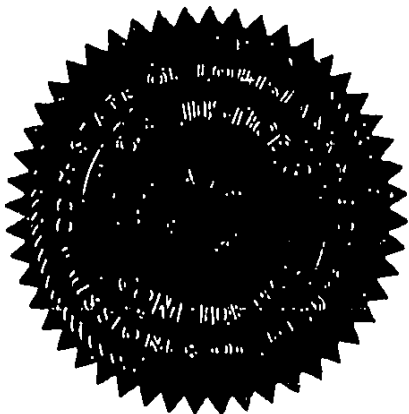
In Testimony Whereof, I hereunto subscribe my
name, and affix the seal of my office at Baton Rouge.

this 12th

day of March

A.D. 19 97

Jim Brown
Commissioner of Insurance



AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
UNITED COMPANIES LIFE INSURANCE COMPANY

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

BEFORE ME, the undersigned Notary Public in and for the Parish of East Baton Rouge, State of Louisiana, duly commissioned and qualified and in the presence of the undersigned competent witnesses, personally came and appeared:

Donald M. Woodard

Controller & Senior Vice President and acting for UNITED COMPANIES LIFE INSURANCE COMPANY, a corporation organized under the laws of the State of Louisiana, with its registered office in the Parish of East Baton Rouge, Louisiana,

and

Susan H. Lapinski

Assistant Secretary & Assistant Vice President and acting for UNITED COMPANIES LIFE INSURANCE COMPANY, a corporation organized under the laws of the State of Louisiana, with its registered office in the Parish of East Baton Rouge, Louisiana.

who did declare:

FIRST The Articles of Incorporation of this corporation are hereby amended so that Article I thereof shall read as follows:

"ARTICLE I

"The name of this insurance corporation is UNITED LIFE & ANNUITY
INSURANCE COMPANY, and its domicile shall be in the City of Baton Rouge,
Parish of East Baton Rouge, State of Louisiana."

SECOND. As authorized by the Articles of Incorporation of this corporation and pursuant to LA R.S. Title 22.38, this amendment was adopted by the Shareholders and the Board of Directors of this corporation

THUS DONE. READ AND SIGNED in my presence and in the presence of the undersigned competent witnesses at Baton Rouge, Parish of East Baton Rouge, State of Louisiana, this _____ day of _____, 1997.

WITNESSES.

UNITED COMPANIES LIFE INSURANCE
COMPANY

Wanda Lee

By: Donald Woodard

Donald Woodard,
Controller & Senior Vice President

Debby McDonald

By: Susan H. Lapinski

Susan H. Lapinski,
Asst. Secretary & Asst. Vice President

[Signature]

Notary Public

My commission expires:

at death

APPROVED FOR RECORDATION

Date:

March 6 1997
[Signature]

FOR: Commissioner of Insurance
State of Louisiana
JOHN B. FONTENOT

RESOLUTIONS
OF THE
SOLE STOCKHOLDER
OF
UNITED COMPANIES LIFE INSURANCE COMPANY
FEBRUARY 18, 1997

The undersigned Sole Stockholder of United Companies Life Insurance Company, a Louisiana domestic life insurance corporation (the "Company") hereby adopts the following resolutions by written consent in lieu of meeting, pursuant to Section 12:76-A of the Louisiana Business Corporation Law.

Approval of Name Change

RESOLVED, that pursuant to Louisiana R.S. Title 22:38, it be and hereby is approved for the Articles of Incorporation of the Company to be amended to change the name of the Company to United Life and Annuity Insurance Company and to adopt such other changes as shall be required by the Department of Insurance of the State of Louisiana, and that the Amended Articles of Incorporation, in the form attached to these resolutions at the time of the signing, be and hereby are adopted and approved as the Amended Articles of Incorporation of the Company; and

RESOLVED FURTHER, that the directors of the Company are hereby authorized to appoint an appropriate officer or officers of the Company to cause the Amended Articles of Incorporation of the Company to be executed, filed and recorded in the State of Louisiana in the same manner as the original Articles of Incorporation and in such other jurisdictions as may be required by law or as such officers deem to be in the best interests of the Company; and

RESOLVED FURTHER, that all actions approved by the directors of the Company, for and on behalf of the Company, for the purposes set forth in these resolutions, as such directors deem to be in the best interests of the Company, are hereby ratified and approved.

IN WITNESS WHEREOF, the undersigned officer of the Sole Stockholder corporation has executed this consent in writing as of the 18th day of February, 1997.

PACIFIC LIFE AND ACCIDENT INSURANCE COMPANY
(Sole Stockholder of United Companies Life Insurance Company)

BY: _____

Scott D. Silverman

Scott D. Silverman, Sr. Vice President,
General Counsel and Assistant Secretary

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I certify that the foregoing document is a true and accurate copy containing the original signatures, executed the 18th day of February, 1997.

My Commission Expires: _____

of the original document

Notary Public

RESOLUTIONS
OF THE
BOARD OF DIRECTORS
OF
UNITED COMPANIES LIFE INSURANCE COMPANY
FEBRUARY 18, 1997

The undersigned, constituting all of the members of the Board of Directors of United Companies Life Insurance Company, a Louisiana domestic life insurance corporation (the "Company") hereby unanimously adopt the following resolutions by written consent in lieu of meeting, pursuant to Section 12:81-C(9) of the Louisiana Business Corporation Law.

Approval of Name Change

RESOLVED, that it be and hereby is recommended for the Articles of Incorporation of the Company to be amended to change the name of the Company to United Life and Annuity Insurance Company and to adopt such other changes as shall be required by the Department of Insurance of the State of Louisiana and that the Amended Articles of Incorporation, in the form presented to the directors and attached to these resolutions at the time of the signing by all directors, be and hereby are recommended to the Company's Sole Stockholder for adoption and approval, pursuant to Louisiana R.S. Title 22:38, as the Amended Articles of Incorporation of the Company; and

RESOLVED FURTHER, that upon approval by the Sole Stockholder, the appropriate officer or officers of the Company be and hereby are authorized and directed to cause the Amended Articles of Incorporation of the Company to be executed, filed and recorded with the State of Louisiana and in such other jurisdictions as may be required by law or as such officers deem to be in the best interests of the Company; and

RESOLVED FURTHER, that all actions taken by the officers of the Company, for and on behalf of the Company, for the purposes set forth in these resolutions, including but not limited to the execution and delivery of such instruments and the payment of expenses incident thereto, as such officers deem to be in the best interests of the Company, are hereby ratified and approved; and

RESOLVED FURTHER, that this unanimous written consent in lieu of a meeting of the Board of Directors may be signed in counterparts.

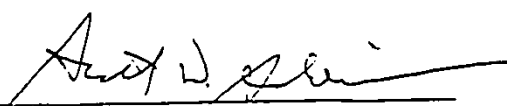
IN WITNESS WHEREOF, each of the undersigned have executed this consent in writing
as of the 18th day of February, 1997.

Kitty S. Kennedy

John Lancaster

James P. McDermott

Michael J. Prager



Scott D. Silverman

Robert B. Thomas, Jr.

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

I certify that the foregoing document is a true and accurate copy/containing the original
signatures, executed the 18th day of February, 1997.

*of the
original
document*



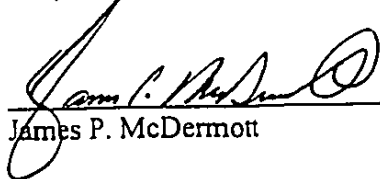
Notary Public

My Commission Expires:

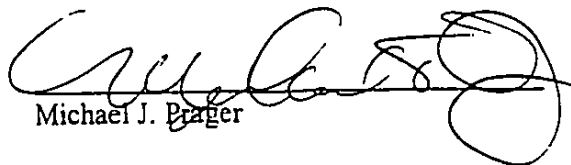
at death

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as of the 18th day of February, 1997.

Kitty S. Kennedy


James P. McDermott

John Lancaster


Michael J. Prager


Scott D. Silverman

Robert B. Thomas, Jr.

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

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signatures, executed the 18th day of February, 1997.

*File original
document*


Notary Public

My Commission Expires:

at death

IN WITNESS WHEREOF, each of the undersigned have executed this consent in writing as of the 18th day of February, 1997.

Kitty S. Kennedy
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John Lancaster
John Lancaster

James P. McDermott
James P. McDermott

Michael J. Prager
Michael J. Prager

Scott D. Silverman
Scott D. Silverman

Robert B. Thomas, Jr.
Robert B. Thomas, Jr.

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

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of the original document
[Signature]
Notary Public

My Commission Expires:

at death

ORIG 1 BNDL 10771
FILED AND RECORDED
EAST BATON ROUGE PARISH, LA.

1997 MAR 06 PM 03:01:38
FTL BK FOLIO
DOUG WELBORN
CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY
BY

DEPUTY CLERK & RECORDER

CERTIFIED
TRUE COPY

MAR - 7 1997
BY [Signature]
DEPUTY CLERK