

**UNITED LIFE & ANNUITY
INSURANCE COMPANY**

P.O. Box 139085, Dallas, Texas 75313-9085

1-800-825-7568

<http://www.ulife.com>

March 19, 1999

819570

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

RE: United Life & Annuity Insurance Company
FEIN#: 72-0457131

000002821250- --4
-03/29/99-01025-001
*****43.75 *****43.75

Dear Sir/Madam:

Effective December 18 1998, United Life & Annuity Insurance Company changed its state of domicile from Louisiana to Texas. To document the change with the Florida Department of State, I have enclosed an Amendment to Application for Authorization to Transact Business in Florida. A certified copy of the Official Order No. 98-1486 issued by the Texas Department of Insurance approving the redomestication effective December 18, 1998 and a certified copy of the certificate of authority are provided.

Additionally, I have provided a check in the amount of \$43.75 to cover the cost of filing the amendment and obtaining a Certificate of Status reflecting the new state of domicile.

Thank you for your assistance in this matter. If you need any further information, please do not hesitate to contact me at (214) 954-7124.

Sincerely,

Joan Olson

Joan Olson, CLA
Regulatory Compliance Specialist

FILED
99 MAR 29 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

VS APR 6 1999

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
99 MAR 29 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. United Life & Annuity Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Louisiana 3. May 17, 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? _____
5. _____
Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."
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.
- Texas
New Jurisdiction

Jean E. Olson
Signature

March 19, 1999
Date

Jean E. Olson
Typed or printed name

Assistant Secretary
Title



Texas Department of Insurance

333 Guadalupe Street P.O. Box 149104 Austin, Texas 78714-9104
512/463-6169

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Amended and Restated Articles of Incorporation for UNITED LIFE & ANNUITY INSURANCE COMPANY, Dallas, Texas, along with Commissioner Order No. 98-1486, dated December 18, 1998, altogether consisting of five (5) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 1st day of February, 1999.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY: *Kathy A. Wilcox*
Kathy A. Wilcox
Director
Insurer Services Division
Order No. 96-1276

No. 98-1486

OFFICIAL ORDER
of the
COMMISSIONER OF INSURANCE
of the
STATE OF TEXAS
AUSTIN, TEXAS

Date: DEC 18 1998

Subject Considered:

UNITED LIFE & ANNUITY INSURANCE COMPANY
Baton Rouge, Louisiana
TDI No. 02-86055

REDOMESTICATION
AND CERTIFICATE OF AUTHORITY

DOCKET NO. R-98-1070

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, the application of UNITED LIFE & ANNUITY INSURANCE COMPANY, Baton Rouge, Louisiana, to redomesticate and to amend its Certificate of Authority to change its home office from Baton Rouge, Louisiana, to Dallas, Texas.

Pursuant to TEX. INS. CODE ANN. art. 1.38, evidence has been submitted that UNITED LIFE & ANNUITY INSURANCE COMPANY has amended its Certificate of Incorporation by restatement and changed the home office of the Company from Baton Rouge, Louisiana to Dallas, Texas. The Commissioner of the Department of Insurance of the State of Louisiana has filed a no objection letter regarding the redomestication.

THEREFORE, based upon the representations made by UNITED LIFE & ANNUITY INSURANCE COMPANY and upon recommendation by staff, the Commissioner of Insurance finds that the redomestication of UNITED LIFE & ANNUITY INSURANCE COMPANY should be, and is hereby approved.

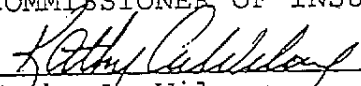
98-1486

COMMISSIONER'S ORDER
UNITED LIFE & ANNUITY INSURANCE COMPANY
PAGE 2 of 2

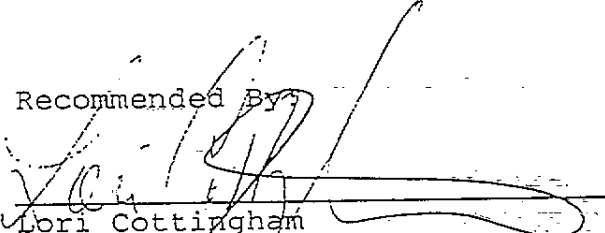
Further, it is ORDERED that the Certificate of Authority No. 11532, dated June 11, 1997, issued to UNITED LIFE & ANNUITY INSURANCE COMPANY, Baton Rouge, Louisiana, be, and the same is hereby canceled and that an amended Certificate of Authority be issued to UNITED LIFE & ANNUITY INSURANCE COMPANY, Dallas, Texas.

ELTON BOMER
COMMISSIONER OF INSURANCE

BY:


Kathy A. Wilcox
Director
Insurer Services
Order 94-0580

Recommended By:


Lori Cottingham
Insurance Specialist
Insurer Services

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
UNITED LIFE & ANNUITY INSURANCE COMPANY**

Pursuant to the provisions of Article 3.05 of the Texas Insurance Code and Article 4.07 of the Texas Business Corporation Act, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation, which accurately copy the articles of incorporation and all amendments thereto that are in effect to date, with these amendments:

- (a) the Corporation is redomiciled from the State of Louisiana to the State of Texas pursuant to Section 1461.1 of the Louisiana Insurance Code and Article 1.38 of the Texas Insurance Code;
- (b) the omission of the names and addresses of the original incorporators, which omission causes re-numbering of all articles beginning with the second;
- (c) the deletion of the physical street address of the Corporation.

These Amended and Restated Articles of Incorporation are adopted by the written consent of the sole shareholder holding the four million two hundred thousand five hundred twenty-eight (4,200,528) shares of the Corporation's common stock, par value \$2.00 per share, that are issued and outstanding, to be effective upon the date of the issuance of these Amended and Restated Articles of Incorporation by and under the seal of the Department of Insurance of the State of Texas.

ARTICLE ONE

The name of the Corporation is United Life & Annuity Insurance Company.

ARTICLE TWO

The location of its home office is Dallas, Dallas County, Texas.

ARTICLE THREE

The kinds of business the Corporation proposes to transact shall be any and all kinds, classes, types and forms of life, health and accident insurance including, but not limited to, annuity contracts and combinations of any two (2) or more of such kinds classes, types or forms of such insurance and annuity contracts, as such insurance business is now or hereafter permitted and authorized under the

laws of the State of Texas or any other state, the District of Columbia, nation, country, territory, possession, or principality in which the Corporation is authorized to do business; and to reinsure any such insurance risk or any part thereof ceded to it by other insurance companies.

ARTICLE FOUR

The amount of the authorized capital stock is eight million, four hundred one thousand, fifty-six dollars (\$8,401,056). The number of authorized shares of capital stock is four million, two hundred thousand, five hundred twenty-eight (4,200,528) with a par value of two dollars (\$2.00) each. Four million, two hundred thousand, five hundred twenty-eight (4,200,528) shares, representing the issued and outstanding capital stock, have been in good faith subscribed and fully paid for. All authorized shares shall be common shares of the same class, shall have one (1) vote per share at all shareholder meetings, and shall be equal in all respects. Shares may be redeemed by the Corporation and cancelled only as authorized by the laws of the State of Texas.

ARTICLE FIVE

Cumulative voting for Directors shall not be permitted.

ARTICLE SIX

The period of its duration shall be five hundred (500) years.

ARTICLE SEVEN

No holder of shares of capital stock of the Corporation shall have any preemptive or preferential right of subscription or right to subscribe for, purchase or receive any part of any of the authorized but unissued shares or any new or additional issue of shares of any class, whether now or hereafter authorized, and all such additional shares may be issued and disposed of by the Board of Directors to such person or persons on such terms and for such consideration, as far as may be permitted by law, as the Board of Directors in its absolute discretion may deem advisable. Every shareholder shall have the right to vote in person or by proxy the number of shares of common stock held by such shareholder upon any and all matters coming before any and all shareholders meetings, general and special.


ARTICLE EIGHT

The number of Directors shall be not fewer than five (5), but the exact number to serve the Corporation shall be designated by the shareholders from year to year. On the date of the adoption by the sole shareholder of these Amended and Restated Articles of Incorporation, the number of Directors was (five), and the name of each is as follows:

C. Paul Patsis
John C. Bower
David B. Montgomery

James P. McDermott
Scott D. Silverman

The business address of Mr. Patsis is 851 S.W. Sixth Avenue, 9th Floor, Portland, Oregon 97204. The business address of Mr. Montgomery and Mr. Bower is 717 North Harwood Street, Dallas, Texas 75201. The business address of Mr. Silverman and Mr. McDermott is 3 Bethesda Metro Center, Suite 1600, Bethesda, Maryland 20814.



Joel S. Kaplan, Executive Vice President, Financial
and Legal Services, and Secretary of the Corporation

INLEGAL\CORP\SWLA\AM&REST.ART
4/15/98 03:59:51PM



Texas Department of Insurance

333 Guadalupe Street P.O.Box 149104 Austin, Texas 78714-9104
512/463-6169

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Current Certificate of Authority for UNITED LIFE & ANNUITY INSURANCE COMPANY, Dallas, Texas, No. 12072, dated December 18, 1998, consisting of one (1) page.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 19th day of January, 1999.

JOSE MONTEMAYOR
COMMISSIONER OF INSURANCE

BY: _____

M.J. (Mike) Arendall
Admissions Officer
Insurer Services Division
Order No. 96-1276

Texas Department of Insurance



Certificate No. 12072

Company No. 01-086055

Certificate of Authority

THIS IS TO CERTIFY THAT

UNITED LIFE & ANNUITY INSURANCE COMPANY

DALLAS, TEXAS

has complied with the laws of the State of Texas applicable thereto and is hereby authorized to transact the business of

Life; Accident; Health and Variable Annuity

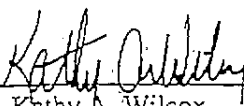
insurance within the state of Texas. This Certificate of Authority shall be in full force and effect until it is revoked, canceled or suspended according to law.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this

18th day of December A.D. 1998

ELTON BOMER
COMMISSIONER OF INSURANCE

BY


Kathy A. Wilcox
Director
Insurer Services