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Division of Corporations

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819653

Florida Department of State
Division of Corporations
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HART LIFE INSURANCE COMPANY

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DIVISION OF CORPORATIONS

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)

819653

(Document number of corporation (if known))

1. Hart Life Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Connecticut

(Incorporated under laws of)

3. 06/23/1966

(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? 05/11/2006

5. ACE 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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)

Jack R. Scott
(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Jack R. Scott

(Typed or printed name of person signing)

JRS
Secretary

(Title of person signing)

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**CERTIFICATE OF AMENDMENT
STOCK CORPORATION**

Office of the Secretary of the State

30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 07/01/2003

Space For Office Use Only

Filing Fee \$50.00

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SECRETARY OF THE STATE

CONNECTICUT SECRETARY OF THE STATE

1. NAME OF CORPORATION

Hart Life Insurance Company

2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C)☐ A. AMENDED☐ B. RESTATED☒ C. AMENDED AND RESTATED

The restated certificate consolidates all amendments into a single document.

3. TEXT OF EACH AMENDMENT / RESTATEMENT

The Amended and Restated Certificate of Incorporation is amended by the following resolution recommended by the Board of Directors on May 10, 2006 and adopted by the Sole Shareholder on May 10, 2006:

Please see attachment

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

Spaces For Office Use Only

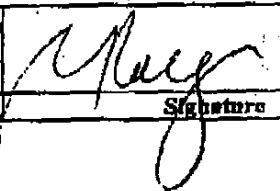
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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE**4. VOTE INFORMATION (check A, B or C)**

☒ **A.** The amendment was approved by shareholders in the manner required by sections 33-600 to 33-998 of the Connecticut General Statutes, and by the Certificate of Incorporation.

☐ **B.** The amendment was approved by the incorporators.
No shareholder approval was required.

☐ **C.** The amendment was approved by the board of directors.
No shareholder approval was required.

5. EXECUTIONDated this 10th day of May, 2006

Ronald A. Colligan	President	
Print or type name of signatory	Capacity of signatory	Signature

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HART LIFE INSURANCE COMPANY

Certified to be a true and correct copy of the resolution adopted by the Board of Directors of Hart Life Insurance Company at a meeting held on May 10, 2006, a quorum being present, and that such resolution is still in full force and effect as of this date of certification, not having been amended, modified or rescinded since the date of its adoption

Amended and Restated Articles of Incorporation

WHEREAS, the Company feels it is in the best interest of the Company to change its name to ACE Life Insurance Company; and

WHEREAS, the Company desires to change its principal office address to 281 Tresser Boulevard, Suite 500, Stamford, Connecticut 06901-3264; and

WHEREAS, that after having determined such actions to be advisable, the Board of Directors of this Company recommends the submission of the Amended and Restated Articles of Incorporation of the Company to the Sole Stockholder of the Company for its approval.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Company has determined that it is advisable and in the best interest of the Company to amend and restate the Amended Articles of Incorporation of the Company as set forth in the attached Exhibit A; and

RESOLVED, that the President or any Vice President and the Secretary or any Assistant Secretary of this Company are hereby authorized and empowered to procure the consent of the Sole Stockholder of this Company and thereafter to sign and verify under oath and to file the Amended and Restated Articles of Incorporation, as attached hereto as Exhibit A, in the form and manner required by the applicable provisions of the Connecticut Statutes, and in general to do any and all things necessary with respect to these resolutions.

Date: *MAY 10, 2006*

Name: *Jack R. Scott*
Jack R. Scott
Secretary

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SECRETARY OF THE STATE
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**HART LIFE INSURANCE COMPANY
TO BE RENAMED AS
ACE LIFE INSURANCE COMPANY**

**CERTIFICATE AMENDING AND RESTATING
CERTIFICATE OF INCORPORATION
BY ACTION OF THE BOARD OF DIRECTORS AND SOLE STOCKHOLDER**

1. The name of the corporation is Hart Life Insurance Company.
2. The Certificate of Incorporation is amended and restated as approved by each of the Board of Directors and the Sole Shareholder of the corporation;

Section 1. The name of the corporation is ACE Life Insurance Company.

Section 2. The duration of the corporation shall be perpetual.

Section 3. The corporation shall have the purposes and powers to write any and all forms of insurance which any other corporation now or hereafter chartered in Connecticut and empowered to do an insurance business may now or hereafter may lawfully do; to accept and to cede reinsurance; to issue policies and contracts for any kind or combinations of kinds of insurance; to issue policies or contract either with or without participation in profits; to acquire and hold any or all of the shares or other securities of any insurance corporation or any other kind of corporation; and to engage in any lawful act or activity for which corporations may be formed under the Stock Corporation Act. The corporation is authorized to exercise the powers herein granted in any state, territory or jurisdiction of the United States or in any foreign country.

Section 4. The capital stock of said corporation shall be two million five hundred thousand dollars (\$2,500,000) divided into ten thousand (10,000) shares of common capital stock with a par value of two hundred fifty dollars (\$250) each. The corporation shall commence business with a capital and surplus of not less than four million dollars (\$4,000,000).

Section 5. The street address of the corporation's principal and registered office in the State of Connecticut is 281 Tresser Boulevard, Suite 500, Stamford, Connecticut 06901-3264.

Section 6. No shareholder shall, because of his ownership of shares, have a preemptive or other right to purchase, subscribe for, or take any part of any shares or any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of this corporation issued, optioned, or sold by it after its incorporation.

Section 7. The personal liability to the corporation or its stockholders of a person who is or was a director of the corporation for monetary damages for breach of duty as a director shall be limited to the amount of the

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compensation received by the director for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in subdivision (3) of Section 33-840 of the Connecticut Business Corporation Act as in effect on the effective date hereof and as it may be amended from time to time, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation, or (e) create liability under Section 33-757 of the Connecticut Business Corporation Act as in effect on the effective date hereof and as it may be amended from time to time. The personal liability of a person who is or was a director to the corporation or its stockholders for breach of duty as a director shall further be limited to the full extent allowed from time to time by Connecticut law. This Section 7 shall not limit or preclude the liability of a person who is or was a director for any act or omission occurring prior to the effective date hereof. Any lawful repeal or modification of this Section 7 or the adoption of any provision inconsistent herewith by the Board of Directors and the stockholders of the corporation shall not, with respect to a person who is or was a director, adversely affect any limitation of liability, right or protection of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

Section 8.

The corporation shall indemnify its directors for liability, as defined in Section 33-770(5) of the Connecticut Business Corporation Act as in effect on the effective date hereof and as it may be amended from time to time, to any person for any action taken, or any failure to take any action, as a director, except liability with (a) involved a knowing and culpable violation of law by the director, (b) enabled the director or an associate (as defined in Section 33-840 of the Connecticut Business Corporation Act as in effect on the effective date hereof and as it may be amended from time to time) to receive an improper personal gain, (c) showed a lack of good faith and conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation, or (e) created liability under Section 33-757 of the Connecticut Business Corporation Act as in effect on the effective date hereof and as it may be amended from time to time. Notwithstanding the preceding sentence, the corporation shall not be required to indemnify an indemnitee in connection with a proceeding (or part thereof) commenced by the indemnitee against the corporation. This Section 8 shall not affect the indemnification or advance of expenses to a director for any liability hereof. Any lawful repeal or modification of this Section 8 or the adoption of any provision inconsistent herewith by the Board of Directors and the stockholders of the corporation shall not, with respect

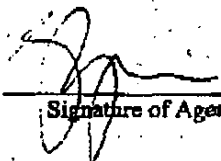
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to a person who is or was a director, adversely affect any right to indemnification of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

Section 9. The corporation shall not be obligated by Section 334-771(e) or Section 33-776(d) of the Connecticut Business Corporation Act to indemnify, or advance or reimburse expenses in advance of a final determination, to any current or former director, officer, employee or agent of the corporation who is not a director. However, the corporation may, at the discretion of the board of directors, indemnify, or advance or reimburse expenses to, any current or former director, officer, employee or agent of the corporation who is not a director to the fullest extent permitted by law.

Section 10. The registered agent of the corporation is CT Corporation System, One Commercial Plaza, Hartford, Connecticut 06103.

Acceptance of Appointment


Signature of Agent *Gary Scappino*
Special Agent

3. The above amendment and restatement was consented by the Board of Directors and the Sole Stockholder of the corporation. The number of shares of the corporation's common capital stock entitled to vote thereon was 10,000 and the vote required for adoption was 6,666 shares. The vote favoring adoption was 10,000 shares, which is the greatest vote required to pass the resolution.

Dated at Philadelphia, PA this 10th day of May, 2006.

We hereby declare, under penalty of false statement, that the statements made in the foregoing Certificate are true.

HART LIFE INSURANCE COMPANY
TO BE RENAMED AS
ACE LIFE INSURANCE COMPANY

By: 

Ronald A. Colligan, President

6115987



State of Connecticut
Insurance Department

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to certify, that the Certificate of Amendment to the Certificate of Incorporation of Hart Life Insurance Company, with respect to the change of name to ACE Life Insurance Company has been reviewed and approved.

Witness my hand and official seal, at HARTFORD,

This 8th day of May, 2006

Auson F. Cogswell

Insurance Commissioner