



GUARANTEE LIFE
INSURANCE COMPANY

819731

August 12, 1999

Ms. Karon Beyer
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Westfield Life Insurance Company
Redomestication from Ohio to Nebraska

300002360383--8
-08/16/99--01008--021
*****43.75 *****43.75

Dear Ms. Beyer:

This is in response to our telephone conversations of August 10, 1999 and August 11, 1999, and your facsimile dated August 11, 1999 regarding the redomestication of Westfield Life Insurance Company from Ohio to Nebraska. Enclosed are the requested documents for your review:

1. The completed Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.
2. A certified copy of the Nebraska Certificate of Authority dated November 17, 1998.
3. A check in the amount of \$43.75, payable to the "Department of State", for the required filing fee.

Please forward the Certificate of Status to my attention at the address below. Once received, I will then forward to the Department of Insurance for their records.

Thank you for your assistance. Please let me know if you need any additional information.

Very truly yours,

Barbara Trede

Barbara J. Trede, AIAA, ACS
Legal Assistant - Law Department
(402) 361-7474

Enclosures

CDC382.DOC

FILED
99 AUG 16 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Amend
T. LEWIS AUG 16 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
AUG 16 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Westfield Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Ohio 3. 7/20/1966
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? N/A
5. N/A
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.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Nebraska
New Jurisdiction

CD Cunningham Jr
Signature

08/12/99
Date

Charles D. Cunningham, Jr.
Typed or printed name

Vice President - Law Department
Title

**STATE OF NEBRASKA
DEPARTMENT OF INSURANCE**

CERTIFICATION

November 17, 1998

I, TIMOTHY J. HALL, Director of Insurance of the State of Nebraska, do
hereby certify that the attached is a full and correct copy of

CERTIFICATE OF AUTHORITY

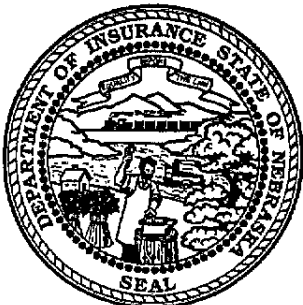
OF

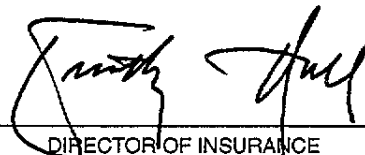
WESTFIELD LIFE INSURANCE COMPANY

DOMICILED IN THE STATE OF NEBRASKA

Now on file and forming a part of the records of this Department.

I hereto subscribe my name under the seal of my office, at Lincoln, Nebraska.





DIRECTOR OF INSURANCE

STATE OF NEBRASKA

DEPARTMENT OF INSURANCE

COPY

CERTIFICATE OF AUTHORITY

WESTFIELD LIFE INSURANCE COMPANY

DOMICILED IN THE STATE OF NEBRASKA

IS HEREBY AUTHORIZED AND LICENSED TO TRANSACT THE BUSINESS OF
INSURANCE IN THE STATE OF NEBRASKA AS DESCRIBED BY THE
FOLLOWING SUB-SECTION(S) OF SECTION 44-201 OF THE STATUTES OF
NEBRASKA:

01 Life Insurance

81040

NEBRASKA IDENTIFICATION NUMBER

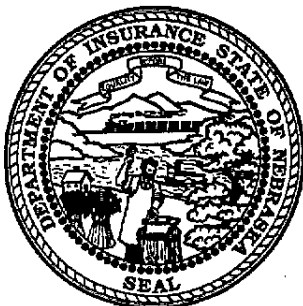
Sep 1, 1998

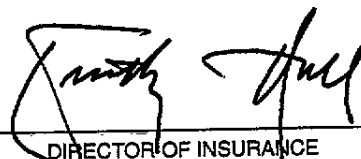
DATE ISSUED

Apr 30, 1999

DATE EXPIRES

SIGNED AT LINCOLN, NEBRASKA




DIRECTOR OF INSURANCE