



ALEXANDER & CRABTREE, P.C.
ATTORNEYS & COUNSELORS AT LAW

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January 28, 1997

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

600002074786--5
-01/31/97--01045--003
*****43.75 *****43.75

Re: **Merger of Ford Life Insurance Company and SunAmerica Life Insurance Company**

Dear Amendment Section:

This firm represents SunAmerica Life Insurance Company for the purpose of notifying all Departments of State and all state insurance departments of the merger of Ford Life Insurance Company ("Ford Life") into SunAmerica Life Insurance Company ("SunAmerica Life"). This merger was effective December 31, 1996.

It is our understanding that the Florida Department of State does not recognize mergers, as such. Rather, the Department of State requires the withdrawal of authority to transact business of the non-surviving corporation involved in the merger.

Enclosed for the purpose of notifying you that Ford Life has been merged with SunAmerica Life are the following documents:

1. Executed Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida;
2. Certified copy of the Articles of Merger between Ford Life and SunAmerica Life; and *Return*
3. Check Number 5749 in the amount of \$43.75. (\$35.00 Filing Fee and \$8.75 for Certificate of Status.)

Please forward to this firm a Certificate of Status of this transaction. The fee for this service is included in the above-referenced check.

If the Articles of Merger are not required, we would appreciate the return of this document. I have enclosed a self-address, stamped envelope for this purpose and also the return of the Certificate of Status.

VS FEB 7 1997

Withdraw

ALEXANDER & CRABTREE, P.C.
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If you have any questions, please contact this office. Thank you for your trouble.

Very truly yours,

ALEXANDER & CRABTREE, P.C.

By: Carol Yinger
Carol Yinger
Paralegal

CY:me

Enclosures

c- David Saltsman (w/o enc.)

Jan. 27, 1997 9:12AM ALEXANDER/CRABTREE

No. 2088 P. 2/2
JAN 27 '97 08:10AM
From: 2089

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Ford Life Insurance Company

(Name of Corporation)

Michigan

(Incorporated Under Laws Of)

FILED
97 JAN 31 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

1 SunAmerica Center Attention: Susan Harris, Esq.

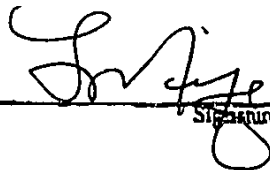
(Mailing Address)

Century City

Los Angeles, CA 90067-6022

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Senior Vice President, General Counsel &
Assistant Secretary

Title

Lorin M. Fife

1/27/97

Typed or printed name

Date