820799

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Allstate Assurance Company
(Name of corporation)

DOCUMENT NUMBER: 820799

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kathleen Scarbrough
(Name of person)

600005611116--8
-05/28/02--01013--006
*****43.75 *****43.75

Allstate Insurance Company
(Name of firm/company)

2775 Sanders Road
(Address)

Northbrook, Illinois 60062
(City/state and zip code)

For further information concerning this matter, please call:

Kathleen Scarbrough at (847) 402-5000
(Name of person) (Area code & daytime telephone number)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
02 JUL 17 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/17/02
NC Amend
Spayne

Allstate.
You're in good hands.

Victoria L. Snisko
Senior Legal Assistant

Law & Regulation
Corporate Law

May 23, 2002

VIA OVERNIGHT MAIL

Florida Department of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Redomestication
Provident National Assurance Company
Company #820799

Dear Ladies and Gentlemen:

Please be advised that effective November 7, 2001 the Company was redomesticated to Illinois, and its name was changed to Allstate Assurance Company. The home office address is 3100 Sanders Road, Northbrook, Illinois 60062-7154 and the mailing address is 3075 Sanders Road, Suite H1A, Northbrook, Illinois 60062-7127. The telephone number is (847) 402-5000.

In connection with said redomestication, enclosed are the following documents:

1. Application for Amendment
2. Form Transmittal Letter
3. Illinois Certificate of Authority reflecting approval of redomestication
4. Check in the amount of $43.75

I would appreciate your processing said documents, and returning a certified copy of said filing to my attention. If you need anything further in connection with the redomestication or if you have any questions, do not hesitate to contact me.

Sincerely,

Victoria L. Snisko

Enclosures
cc: Kristine Leston
Kathleen Scarbrough

Allstate Insurance Company
2775 Sanders Road, A2 Northbrook, IL 60062 T 847.402.5995 F 847.402.0158 E VSnisko@allstate.com

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 30, 2002

Allstate Insurance Company
Attn: Vicki
2775 Sanders Road
Northbrook, IL 60062

SUBJECT: PROVIDENT NATIONAL ASSURANCE COMPANY
Ref. Number: 820799

We have received your document for PROVIDENT NATIONAL ASSURANCE COMPANY and check(s) totaling $43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

I am returning the amendment as we discussed. Also enclosed are a couple of applications. Please return all documents and fees to my PERSONAL ATTENTION.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 502A00034912

W02-15676

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)

820799

Document Number of Corporation (If known)

1. Provident National Assurance Company

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

2. Tennessee

(Incorporated under laws of)

3. 10/16/67

(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? 11/7/01

5. Allstate Assurance 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.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Illinois

(New jurisdiction)

FILED
02 JUL 17 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kristine Leston

(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

5-23-02

(Date)

Kristine E. Leston

(Typed or printed name)

Assistant Secretary

(Title)

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767-0001

I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: FEB 21 2002 Nat Shapo
Director of Insurance

IL446-0135 (9/01)

Printed on Recycled Paper

CERTIFICATE OF REORGANIZATION AND AMENDED CERTIFICATE OF AUTHORITY

STATE OF ILLINOIS
DEPARTMENT OF INSURANCE

Whereas, the ALLSTATE ASSURANCE COMPANY

located at TOWNSHIP OF NORTHFIELD, COUNTY OF COOK, in the State of **Illinois** has complied with all the requirements of the "**Illinois Insurance Code**" applicable to said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do hereby authorize the said Company to transact its appropriate business as set forth under Clause(s) (a) of Class 1

of Section 4 of the "**Illinois Insurance Code**" in this State, in accordance with the laws thereof.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Seal of my office. Done at the City of Springfield, this 7th day of November, 2001.

Nat Shapo

Nathaniel S. Shapo, Director of Insurance

Blank #87B-Certificate of Authority-Domestic Companies
IL446-0051 (Rev. 8/99)