

# JCPenney Casualty Insurance Company

John R. Camillo  
Executive Vice President, Secretary & General Counsel  
(972) 881-2500 FAX (972) 881-6717

# 822075

April 22, 2002

Via: Overnight Mail

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

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-04/23/02--01080--007  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Proposed Name Change of J.C. Penney Casualty Insurance Company to  
Stonebridge Casualty Insurance Company

Dear Secretary Harris:

Please accept this letter as an application for a name change made on behalf of J. C. Penney Life Casualty insurance Company authorizing it to transact business in Florida in the name of Stonebridge Life Insurance Company. The name change will not result in a change in officers, a change in the statutory home office address or designation of service of process. We presently are targeting May 17, 2002 as the effective date for the name change.

Enclosed please find the required forms and appropriate fees pursuant to the Secretary of State's requirements for corporation name changes. If you require any additional information please contact me at (972) 881-2500 or you may call my corporate paralegal, Gayle Carter at (972) 881-6406. Thank you in advance for your time and consideration of this matter.

Very truly yours,

  
John R. Camillo

FILED  
02 MAY 16 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N/C

T BROWN MAY 16 2002

## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Stonebridge Life Insurance Company  
(Name of corporation)

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John R. Camillo

(Name of person)

Stonebridge Life Insurance Company

(Name of firm/company)

2700 West Plano Parkway

(Address)

Plano, Texas 75075-8200

(City/state and zip code)

For further information concerning this matter, please call:

John R. Camillo

(Name of person)

at ( 972 ) 881-2500

(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

# JCPenney Life Insurance Company

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2700 West Plano Parkway • Plano, Texas 75075-8200

Gayle Carter  
Paralegal  
(972) 881-6406 FAX (972) 881-6717

May 14, 2002

Via: Overnight Mail

Ms. Teresa Brown  
Florida Division of Corporations  
Amendment Section  
409 East Gaines Street  
Tallahassee, FL 32399-0300

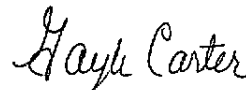
Re: Proposed Name Change of J.C. Penney Life Insurance Company to Stonebridge  
Life Insurance Company

Dear Ms. Brown:

This letter is written in response to our telephone conversation on May 14, 2002 where you requested a certified copy of the Amended Articles of Incorporation for J. C. Penney Life Insurance Company. Enclosed please find the documents requested.

If you require any additional information please contact me at (972) 881-6406. Thank you in advance for your time and consideration of this matter.

Very truly yours,



Gayle Carter

Attachments

**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**  
**02 MAY 16 AM 9:15**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\_\_\_\_\_  
(Document Number of Corporation (If known))

1. J. C. Penney Life Insurance Company  
(Name of corporation as it appears on the records of the Department of State)
2. Vermont  
(Incorporated under laws of)
3. July 31, 1969  
(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? May 17, 2002

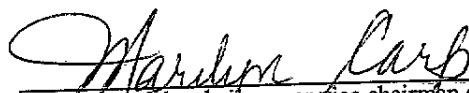
5. Stonebridge Life Insurance Company  
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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)

  
(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)

April 10, 2002  
(Date)

Marilyn Carp  
(Typed or printed name)

President  
(Title)

STATE OF VERMONT  
OFFICE OF SECRETARY OF STATE



*I, Deborah L. Markowitz, Secretary of State of the State of Vermont, do hereby certify that the attached is a true copy of the*

*Articles of Amendment*

*for*

**STONEBRIDGE LIFE INSURANCE COMPANY**

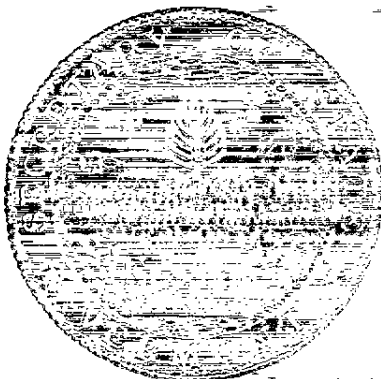
*which appear of record in this department.*

*May 7, 2002*

*Given under my hand and the seal  
of the State of Vermont, at  
Montpelier, the State Capital*

A handwritten signature in cursive script, reading "Deborah L. Markowitz".

*Deborah L. Markowitz  
Secretary of State*



ARTICLES OF AMENDMENT (T.11A, §10.06)

This form should be filled out in full, printed, and returned, with the fee, to the Secretary of State, 81 River Street, Drawer 09, Montpelier, VT 05609. Because a signature and fee is required we are *not* able to accept this on-line.

A Vermont domestic for-profit corporation may amend its articles of incorporation at any time to add or change a provision that is required or permitted in the articles of incorporation or to delete a provision not required. If a corporation has not yet issued shares, its incorporators or board of directors may adopt one or more amendments.

Current NAME of corporation: J.C. Penney Life Insurance Company

The text and date of each amendment

adopted: The Corporation is to be known by the name of Stonebridge Life Insurance Company

December 3, 2001 by Board of Directors and December 4, 2001 by Sole Shareholder

If the amendment provides for an exchange, reclassification, or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.

N/A

If the amendment was adopted by the incorporators or board of directors, without shareholder action, make a statement to that effect and that shareholder action was not required.

N/A

If the amendment was approved by shareholders. (A) the designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment, and number of votes of each voting group represented at the meeting.

Amendment was approved by Commonwealth General Corporation, the Sole Shareholder

of 20,000 shares of common stock of J. C. Penney Life Insurance Company

(B) either the total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment or the total number of undisputed votes cast for the amendment by each voting group and a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

N/A

N/A

Signature John R. Camillo Title: Exec Vice Pres Date: 5/6/02

\$25.00 fee (mandatory). Print & file in duplicate. If a delayed effective date is not specified 5/17/02 (no later than 90 days after filing), it is effective the date it is approved.

**Note: In the event that there is a problem with your application give us an email address**

**or a phone number so we can serve you faster:** jcarrillo@AEGONUSA.COM or 972-881-2500 VERMONT  
SECRETARY OF STATE

2002 MAY -7 PM 1:48