

EDWARDS & ANGELL
A Partnership Including Professional Corporations

827795

COUNSELLORS AT LAW

561 833-7700

250 ROYAL PALM WAY
PALM BEACH, FL 33480-4309
(561) 833-7700
FAX (561) 655-8719

March 12, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399-0328

98 MAR 31 PM 12:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Western National Life Insurance Company/American General Annuity
Insurance Company: **Name Change**

300002456543--1
-03/13/98--01055--001
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find a letter from our client, American General Annuity Insurance Company (hereinafter "American General") which provides information regarding American General's acquisition of 100% ownership of Western National Corporation, which is the parent company of Western National Life Insurance Company. In accordance with the acquisition, our client hereby requests approval of the name change from "Western National Life Insurance Company" to "American General Annuity Insurance Company." Further to this request, enclosed please find the following documents:

1. A certified copy of the Certificate of Authority from the domiciliary state (Texas) evidencing the name change.
2. A completed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.
3. A filing fee check in the amount of \$35.00.

VS APR 2 1998

~~6078-6045~~

N/C

Florida Dept. of State
March 12, 1998
Page 2

If you have any questions or comments with respect to this application, please contact me at (561) 820-0255 so that I may promptly provide you with any additional information you may need. Thank you.

Very truly yours,

EDWARDS & ANGELL

A handwritten signature in cursive script, appearing to read "Cara Lee Macdonald", written in dark ink. The signature is fluid and stylized, with a large loop at the end.

Cara Lee Macdonald

Enc.



American General Annuity

March 6, 1998

American General Annuity
Insurance Company
5555 San Felipe, Suite 900
Houston, TX 77056
713.888.7800 Phone
800.262.4764 Toll-Free
713.888.7894 Fax

Florida Department of State
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Name Change Request

Dear Sir or Madam:

On February 25, 1998, American General Corporation acquired 100% ownership of Western National Corporation, which is the parent company of Western National Life Insurance Company ("Western").

Pursuant to the above transaction, Western is changing its name to "American General Annuity Insurance Company". This change was approved in Western's state of domicile, Texas, on February 25, 1998. Accordingly, Western requests an amended Certificate of Authority, reflecting the new name, to become effective in your state as of May 1, 1998.

Please note the following information, which will not be affected by the name change:

NAIC Group Code: 0011
Statutory Home Office and
Administrative Center:

Executive Office:

NAIC Company Code: 70432

205 East 10th Avenue
Amarillo, Texas 79101
5555 San Felipe, Suite 900
Houston, Texas 77056

Attachment A list the documents enclosed as required by your department regarding the name change in your state. If you need additional information or have any questions please contact Debra Green at (800) 262-4764, extension 7930, or Amy Riepen at the same number, extension 7833. Thank you for your assistance in this matter.

Sincerely,

Beverli Lee
Vice President



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 19, 1998

CARA LEE MACDONALD
EDWARDS & ANGELL
250 ROYAL PALM WAY
PALM BEACH, FL 33480-4309

SUBJECT: WESTERN NATIONAL LIFE INSURANCE COMPANY
Ref. Number: 827795

We have received your document for WESTERN NATIONAL LIFE INSURANCE COMPANY and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 698A00014882

Rec'd 3/31

EDWARDS & ANGELL

A Partnership Including Professional Corporations

COUNSELLORS AT LAW

Since 1894

250 ROYAL PALM WAY
PALM BEACH, FL 33480-4309
(561) 833-7700
FAX (561) 655-8719

March 30, 1998

Via Federal Express

Ms. Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Western National Life Insurance Company
Your Reference Number 827795
Your Letter Number 698A00014882

Dear Ms. Shepard:

In accordance with your letter of March 19, 1998 and our subsequent telephone conversation regarding the same, enclosed please find an original, duly authenticated certificate from the Texas Department of Insurance entitled, "Order No. 98-0232." This consent order regarding the Amended and Restated Articles of Incorporation of Western National Life Insurance Company contain approval from the State of Texas for our client to change its name from Western National Life Insurance Company to American General Annuity Insurance Company (please see the first paragraph).

In addition, I am returning to you the original filing in triplicate, as well as a copy of your letter regarding the same. Please note that when the triplicate filing was returned to me, your office retained the original check totalling \$35.00.


If you have any questions or comments with respect to this application, please contact me so that I may promptly provide you with any additional information you may need.

Ms. Velma Shepard
March 30, 1998
Page 2

We appreciate your attention and cooperation in this matter and look forward to hearing from you at your earliest convenience. Thank you.

Very truly yours,

EDWARDS & ANGELL



Cara Lee Macdonald

CLM/mv
Enclosures

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)

1. WESTERN NATIONAL LIFE INSURANCE COMPANY
Name of Corporation as it appears on the records of the Department of State
2. TEXAS 3. APRIL 12, 1972
Incorporated under the laws of Date authorized to do business in Florida

98 MAR 31 PM 12:29
FILED
SECRETARY OF STATE
TALLAHASSEE, 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? FEBRUARY 25, 1998
5. AMERICAN GENERAL ANNUITY 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.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

Beverly J. Lee
Signature

BEVERLY J. LEE
Typed or printed name

MARCH 3, 1998
Date

Vice President, Associate General Counsel, Chief
Compliance Officer & Assistant Secretary
Title



Texas Department of Insurance

333 Guadalupe Street P.O. Box 149104 Austin, Texas 78714-9104
512/463-6169

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the articles of incorporation and amendments for WESTERN NATIONAL LIFE INSURANCE COMPANY, Amarillo, Texas, consisting of three (3) pages. I further certify that such documents are filed with or maintained by or within the custodial authority of the Insurer Services Division of the Texas Department of Insurance.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 27th day of February, 1998.

ELTON BOMER
COMMISSIONER OF INSURANCE

BY: Kathy A. Wilcox
Kathy A. Wilcox, Director
Insurer Services Division
Order No. 96-1276

No. 98-0232

OFFICIAL ORDER
of the
COMMISSIONER OF INSURANCE
of the
STATE OF TEXAS
AUSTIN, TEXAS

Date:

FEB 25 1998

Subject Considered:

WESTERN NATIONAL LIFE INSURANCE COMPANY
Amarillo, Texas
TDI No. 01-90880

AMENDED AND RESTATED ARTICLES OF INCORPORATION

CONSENT ORDER
DOCKET NO. C-98-0072

General remarks and official action taken:

On this day came on for consideration by the Commissioner of Insurance, pursuant to TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04, the application of WESTERN NATIONAL LIFE INSURANCE COMPANY, Amarillo, Texas, hereinafter referred to as "APPLICANT", for approval of its Amended and Restated Articles of Incorporation changing its name from WESTERN NATIONAL LIFE INSURANCE COMPANY to AMERICAN GENERAL ANNUITY INSURANCE COMPANY.

Staff for the Texas Department of Insurance and the duly authorized representative of APPLICANT, have consented to the entry of this order as evidenced by their signatures hereto and request the Commissioner of Insurance informally dispose of this matter pursuant to the provisions of TEX. INS. CODE ANN. art. 1.33(e), TEX. GOV'T CODE ANN. §2001.056, and 28 TEX. ADMIN. CODE §1.47.

WAIVER

APPLICANT acknowledges the existence of its right to the issuance and service of notice of hearing, a public hearing, a proposal for decision, rehearing by the Commissioner of Insurance, and judicial review of this administrative action, as provided for in TEX. INS. CODE ANN. art. 1.04 and TEX. GOV'T CODE ANN. §§2001.051, 2001.052, 2001.145 and 2001.146, and by the signature of its duly authorized representative on this order, has expressly waived each and every such right and acknowledges the jurisdiction of the Commissioner of Insurance.

FINDINGS OF FACT

Based upon the express consent of APPLICANT and the recommendation of the Texas Department of Insurance staff, the Commissioner of Insurance makes the following findings of fact:

98-0232

COMMISSIONER'S ORDER
WESTERN NATIONAL LIFE INSURANCE COMPANY
PAGE 2 of 3

1. APPLICANT is a domestic stock life insurance company.
2. Action by the Board of Directors and the Shareholders of APPLICANT authorizing the proposed Amended and Restated Articles of Incorporation as required and permitted by TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP. ACT art. 4.02 and art. 4.04 has been evidenced to the Commissioner of Insurance.
3. As a result of the Amended and Restated Articles of Incorporation, the APPLICANT will change its name from WESTERN NATIONAL LIFE INSURANCE COMPANY to AMERICAN GENERAL ANNUITY INSURANCE COMPANY.
4. The capital and surplus of APPLICANT is equal to or exceeds the minimum requirements of capital and surplus required by the Texas Insurance Code for a domestic stock life insurance company, and is the bona fide, unconditional, and unencumbered property of the company.
5. APPLICANT represents to the Commissioner of Insurance that its officers, directors and managing executives possess sufficient insurance experience, ability, and standing to render the continued success of the company probable.
6. APPLICANT is acting in good faith.

CONCLUSIONS OF LAW

Based upon the foregoing findings of fact, the Commissioner of Insurance makes the following conclusions of law:

1. The Commissioner of Insurance has authority and jurisdiction over this application under TEX. INS. CODE ANN. art. 3.05.
2. The Commissioner of Insurance has authority to dispose of this matter under TEX. GOV'T CODE ANN. §2001.056, TEX. INS. CODE ANN. art. 1.33(e), and 28 TEX. ADMIN. CODE §1.47.
3. APPLICANT and staff have knowingly and voluntarily waived all procedural requirements for the entry of this order, including, but not limited to, notice of hearing, a public hearing, a proposal for decision, rehearing by the Commissioner of Insurance, and judicial review of the order as provided for in TEX. GOV'T CODE ANN. §§2001.051, 2001.052, 2001.145 and 2001.146, and TEX. INS. CODE ANN. art. 1.04.
4. Action by the Board of Directors and the sole Shareholder of APPLICANT authorizing the proposed amendment as required and permitted by TEX. INS. CODE ANN. art. 3.05 and TEX. BUS. CORP.

98-0232

COMMISSIONER'S ORDER
WESTERN NATIONAL LIFE INSURANCE COMPANY
PAGE 3 of 3

ACT art. 4.02 and art. 4.04 has been evidenced to the Commissioner of Insurance.

5. The proposed amendment to the Amended and Restated Articles of Incorporation of APPLICANT is properly supported by the required documents.

IT IS, THEREFORE, THE ORDER of the Commissioner of Insurance that the Amended and Restated Articles of Incorporation of WESTERN NATIONAL LIFE INSURANCE COMPANY, Amarillo, Texas, changing its name from WESTERN NATIONAL LIFE INSURANCE COMPANY to AMERICAN GENERAL ANNUITY INSURANCE COMPANY, be, and the same is hereby, approved.

IT IS FURTHER ORDERED that a Certificate of Authority be issued to AMERICAN GENERAL ANNUITY INSURANCE COMPANY, Amarillo, Texas, in accordance with this application and that thereupon the prior Certificate of Authority No. 10140, dated June 15, 1993, be canceled.

ELTON BOMER
COMMISSIONER OF INSURANCE

BY: Kathy A. Wilcox
Kathy A. Wilcox, Director
Insurer Services
Order 94-0580

Recommended by:

Lori Cottingham
Lori Cottingham, Insurance Specialist
Insurer Services

Agreed to by:

WESTERN NATIONAL LIFE INSURANCE COMPANY

Beverli Lee
(printed name) Beverli Lee

Title: Vice President