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AIG ANNUITY INSURANCE COMPANY

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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)

827795

(Document number of corporation (if known))

1. AIG Annuity Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Texas 3. May 12, 1972
(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? March 20, 2009
5. Western National Life Insurance Company
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
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)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Debra L. Herzog

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Debra L. Herzog

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

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**Texas Department of Insurance**

Financial, Company Licensing & Registration, Mail Code 305-20
333 Guadalupe - P. O. Box 149104, Austin, Texas 78714-9104

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 Company Licensing & Registration Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

The COMMISSIONER'S ORDER No. 09-0180 dated March 20, 2009, and the Restated Articles of Incorporation concerning the name change from AIG ANNUITY INSURANCE COMPANY, Amarillo, Texas to WESTERN NATIONAL LIFE INSURANCE COMPANY, Amarillo, Texas altogether consisting of four (4) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 23rd day of March 2009.

Mike Geeslin
COMMISSIONER OF INSURANCE

BY: 

Jeff Hunt, Admissions Officer
Company Licensing & Registration Division
Order No. 07-0989

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No. **09-0180**

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

Date: MAR 20 2009

Subject Considered:

AIG ANNUITY INSURANCE COMPANY
Amarillo, Texas
TDI No. 01-90880

AMENDMENT TO THE ARTICLES OF INCORPORATION AND CERTIFICATE OF AUTHORITY

General remarks and official action taken:

On this day the Commissioner of Insurance considered the application of AIG ANNUITY INSURANCE COMPANY, Amarillo, Texas, for approval of an amendment to the Articles of Incorporation changing its name from AIG ANNUITY INSURANCE COMPANY to WESTERN NATIONAL LIFE INSURANCE COMPANY and for a Certificate of Authority evidencing such change.

AIG ANNUITY INSURANCE COMPANY has submitted the required Name Application. After review it appears to Department staff that the name WESTERN NATIONAL LIFE INSURANCE COMPANY, is not so similar to the name of any other insurance company as to likely mislead the public, in compliance with TEX. INS. CODE ANN. §§ 841.053 and 841.156. AIG ANNUITY INSURANCE COMPANY has also submitted amended Articles of Incorporation, reflecting the name change.

The Name Change Endorsement for WESTERN NATIONAL LIFE INSURANCE COMPANY, Amarillo, Texas, Form No. R349-09 has been filed with the Life/Health Division of the Texas Department of Insurance and WESTERN NATIONAL LIFE INSURANCE COMPANY has represented to Staff at the Texas Department of Insurance that the Name Change Endorsement will be mailed to all affected policyholders by WESTERN NATIONAL LIFE INSURANCE COMPANY. Staff at the Texas Department of Insurance have reviewed the Name Change Endorsement for WESTERN NATIONAL LIFE INSURANCE COMPANY and it appears that the Name Change Endorsement properly notifies affected policyholders of the material changes to the policies and properly provides affected policyholders with proper contact information regarding the policy.

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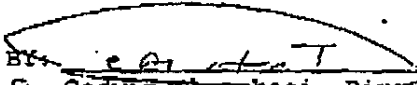
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COMMISSIONER'S ORDER
AIG ANNUITY INSURANCE COMPANY
PAGE 2 of 2


Therefore, based upon the evidence submitted, the Commissioner of Insurance ORDERS that the proposed amendment to the Charter by amending the Articles of Incorporation to change the name from AIG ANNUITY INSURANCE COMPANY to WESTERN NATIONAL LIFE INSURANCE COMPANY be, and is hereby approved.

The Commissioner of Insurance FURTHER ORDERS that a Certificate of Authority be issued to WESTERN NATIONAL LIFE INSURANCE COMPANY, Amarillo, Texas, and that the prior Certificate of Authority No. 13030, dated March 1, 2002, be canceled concurrently.

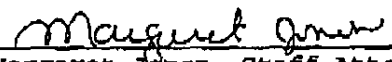
MIKE GRESLIN
COMMISSIONER OF INSURANCE


Godwin Chanchesi, Director
Company Licensing & Registration
Order 07-0989

Recommended by:


Tara Fechner, Insurance Specialist
Company Licensing & Registration

Reviewed by:


Margaret Jenon, Staff Attorney
Financial Counsel Section
Legal & Regulatory Affairs Division

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AIG ANNUITY INSURANCE COMPANY

ARTICLE ONE

The name of the corporation is AIG Annuity Insurance Company ("the Corporation").

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by written consent of the Corporation's sole shareholder on February 6, 2009. Article One is amended to read:

"Article One

The name of this Corporation shall be Western National Life Insurance Company."

ARTICLE THREE

All of the issued and outstanding capital stock shares of the Corporation are owned by AGC Life Insurance Company, which voted all of such shares unanimously for the amendment by written consent. The number of shares of common stock outstanding and entitled to vote on such amendment was 50,000 and the number of shares voted "For" the amendment was 50,000 and the number of shares voted "Against" the amendment was 0.

ARTICLE FOUR

The purpose of the amendment to the Articles of Incorporation is to change the Corporation's name from AIG Annuity Insurance Company to Western National Life Insurance Company.

Dated this 11th day of February 2009.

AIG Annuity Insurance Company

By: [Signature]
Its President

By: [Signature]
Its Secretary

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STATE OF TEXAS

COUNTY OF HARRIS

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I, a Notary Public, do hereby certify that on this 11th day of February, 2009, personally appeared Bruce R. Abrams, President and Katherine Stoner, Secretary, who declared that they are the President and Secretary of AIG Annuity Insurance Company, that they signed the foregoing document as President and Secretary of such corporation, and that the statements contained therein are true and correct.

Julie Garcia Bolanos
Notary Public, State of Texas

Julie Garcia-Bolanos
Printed Name
My commission expires: 9/16/09



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From: Rosa Wong

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