

831503

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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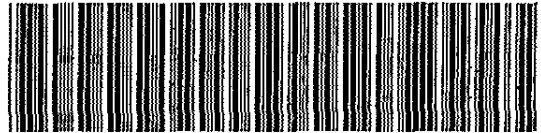
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
2004 JAN 15 PM 4:02

Withdrawal/
01/22/04
DC

Post Office Box 2606
Birmingham, Alabama 35202
205-879-9230



Tammy Graham
Regulatory Analyst
Direct Dial: (205) 268-3186
Facsimile: (205) 268-3597
Email: tammy.graham@protective.com

January 14, 2004

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

**Re: Withdrawal of First Variable Life
Insurance Company ("First Variable")
as a foreign corporation in Florida due to
the merger with and into Protective Life
Insurance Company ("Protective Life")
Effective date of merger: January 1, 2004**

Dear Sir,

Please find the Transmittal Letter and Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida for First Variable enclosed. First Variable merged with and into Protective Life on January 1, 2004 and pursuant to my telephone conversation with your Department, this form must be filed. The appropriate paper work has already been submitted to the Department of Insurance for this merger.

Also enclosed is a check for \$52.50 in order to cover the \$35.00 filing fee, a certified copy of this withdrawal, and a Certificate of Status. Please send those documents to Tammy Graham, 3-4-LE, Protective Life Insurance Company, P.O. Box 2606, Birmingham, Alabama 35202, or use the enclosed return envelope.

If you should have any questions regarding this request, please do not hesitate to contact me at 205-268-3186 or via email at tammy.graham@protective.com. I appreciate your assistance with this matter.

Sincerely,

A handwritten signature in cursive script that reads "Tammy Graham".
Tammy Graham

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: First Variable Life Insurance Company
(Name of corporation)

DOCUMENT NUMBER: 831503

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this
matter to the following:

Tammy Graham, Regulatory Analyst
(Name of Person)

Protective Life Insurance Company
(Firm/Company)

2801 Highway 280 South
(Address)

Birmingham, AL 35223
(City/State and Zip code)

For further information concerning this matter, please call:

Tammy Graham at (205) 268-3186
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL. 32399

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

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

First Variable Life Insurance Company
(Name of Corporation)

831503
(Document Number of Corporation (if known))

Arkansas
(Incorporated Under Laws of)

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 for the corporation:

P.O. Box 830765
(Mailing Address)

Birmingham, AL 35283
(City/ State /Zip)

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


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

1-13-04
(Date)

Richard J. Bielen (Protective Life Insurance Company)
(Typed or printed name of person signing)

Sr. V. P., Chief Invest. Off., Treasurer
(Title of person signing)

FILING FEE \$35