

837383

Florida Department of State
Division of Corporations
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RELIANCE LIFE INSURANCE COMPANY

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November 7, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

RELIANCE LIFE INSURANCE COMPANY
THREE PARKWAY
PHILADELPHIA, PA 19102-1376US

SUBJECT: RELIANCE LIFE INSURANCE COMPANY
REF: 837383

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

PLEASE PROVIDE SUPPORTING DOCUMENTATION TO PROVE THE CORPORATION CHANGED ITS JURISDICTION. A CERTIFICATE EVIDENCING THE REDOMESTICATION, AN ORDER OR REDOMESTICATION, AMENDED AND RESTATED ARTICLES, A MERGER DOCUMENT MENTIONING THE REDOMESTICATION, ETC. MAY BE SUBMITTED AS PROOF.

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Darlene Connell
Regulatory Specialist II

FAX Aud. #: H07000274000
Letter Number: 307A00064915

RE-SUBMIT

Please refile original filing
date of submission 11/7

RECEIVED
2007 NOV -8 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

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
07 NOV - 7 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

837383

(Document number of corporation (if known))

1. RELiance LIFE Insurance COMPANY

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

2. DELAWARE

(Incorporated under laws of)

3. 11/16/76

(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? 9/17/07

5. USAA Direct 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)

Not applicable

(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.


Not applicable

(New duration)

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

Nebraska

(New jurisdiction)


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

Russell A. Evanson

(Typed or printed name of person signing)

9/18/07

(Date)

President

(Title of person signing)

STATE OF

NEBRASKA

United States of America,
State of Nebraska } ss.



Department of State
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska, do hereby certify:

WELLMAN LIFE INSURANCE COMPANY
with its registered office located in LINCOLN, Nebraska, filed
Articles of Amendment to the Articles of Incorporation changing its
name to

USCA DIRECT LIFE INSURANCE COMPANY
as filed in this office on September 7, 2007.

In Testimony Whereof, I have hereunto set my hand and
the Great Seal of the State of
Nebraska on November 5, 2007.



This certificate is not to be construed as an endorsement,
recommendation, or notice of approval of the entity's
financial condition or business activities and practices.

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "RELIANCE LIFE INSURANCE COMPANY" TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2007, AT 3:28 O'CLOCK P.M.

3083099 8100V
071205436



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 6145521

DATE: 11-08-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:28 PM 09/25/2007
FILED 03:28 PM 09/25/2007
SKV 071051048 - 3083099 FILE

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE CORPORATION TO A
NON-DELAWARE CORPORATION
PURSUANT TO SECTION 266
OF THE GENERAL CORPORATION LAW**

1. The name of the Corporation was Reliance Life Insurance Company.
2. The original Certificate of Incorporation was filed under the name of Arcadia National Life Insurance Company on August 13, 1999, effective August 15, 1999.
3. The corporation converted to a Nebraska corporation and the name was changed to USAA Direct Life Insurance Company.
4. The conversion was approved in accordance with this section.
5. The Corporation agrees to be served process in the State of Delaware in any proceeding for enforcement of any obligation arising while it was a corporation of Delaware.
6. The address to which a copy of the process shall be mailed to by the Secretary of State is:

USAA Direct Life Insurance Company
ATTN: Jim Nabholz
9800 Fredericksburg Road
San Antonio, TX 78288.

In witness whereof, the undersigned has executed this Certificate of Conversion on this 24th day of September, 2007.

By: 
Name: Mark S. Howard
Title: Senior Vice President, Secretary and Counsel

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