Division of Corporations

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Florida Department of State

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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 INSUPANCE COMPANY

REF: 837383

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax 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

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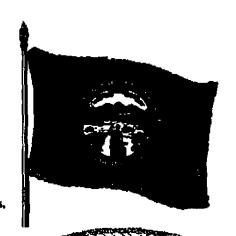
PROFFT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA (Pursuant to s. 607.1504, F.S.)

SECTION I (1-3 MUST BE COMPLETED) 837383 (Document number of corporation (if known)) RELIANCE LIFE INSURANCE COMPANY (Name of corporation as it appears on the records of the Department of State) ete authorized to do pusiness in Piorida) (incorporated under laws of) 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 9/11/07 its jurisdiction of incorporation?_ 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 pariod of duration. Not applicable (New dolation) 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. Evenson (Typed or printed name of person signing)

FLOST - 92/19404 CT System Collins

(Title of person signing)

STATE OF



NEBRASKA

United States of America, State of Nebraska Department of State Lincoln, Nebraska

I, John A. Gale, Streetary of Plate of Nebraska de horsely certify:

TELLANCISTE INSURANCE COMPANY

with its registered office ficated in LINCOLN, achracka, filed.)
Articles of Amendment to the Articles of Incorporation changes
name

USAA DIRECT LIFE INSURANCE COMPANY

as filer in this office on September 12, 2017.

In Testimony Where the service hereus to acharymand

the Great Season in Proceedings of the State of the State

PLOBETARY OF STATE



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



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 DELAMARE CORPORATION UNDER THE NAME OF "RELIANCE LIFE INSURANCE COMPANY" TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE THENTY-FIFTH DAY OF SEPTEMBER, A.D. 2007, AT 3:28 O'CLOCK P.M.

071205436

Harrist Smith Windsor, Secretary of State

AUTHENTICATION: 6145521

DATE: 11-08-07

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09-26-'07 14:15 FROM-USAA/Licensing

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

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

- 1. The name of the Corporation was Reliance Life Insurance Company.
- The original Cortificate of Incorporation was filed under the name of Arvadia National Life Insurance Company on August 13, 1999, effective August 15, 1999.
- 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.
- 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 Cortificate of Conversion on this 24th day of September, 2007.

Name: Mark S. Howard

Title: Senior Vice President, Secretary and Counsel

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