

837594

ALEXANDER & CRABTREE, P.C.
ATTORNEYS & COUNSELORS AT LAW

SENT FEDERAL EXPRESS

November 1, 2000

216 16TH STREET
SUITE 1300
DENVER, CO 80202
PH: 303.825.7307
FX: 303.825.3202

halexand@alexcrab.com

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

200003450912--3
-11/03/00--01007--001
*****43.75 *****43.75

Re: **North West Life Assurance Company of Canada (The)**

Dear Department of State:

Enclosed please find the following documents to change the name of The North West Life Assurance Company of Canada to Industrial-Alliance Pacific Life Insurance Company:

- A. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
- B. Copy of the Amending Letters Patent from Canada, certified by the State of Washington, its Port of Entry state; and
- C. Our firm check in the amount of \$43.75. (\$35.00 Filing Fee and \$8.75 for a Certificate of Status).

Please return the Certificate of Status in the Federal Express envelope (label already attached) to me at your earliest convenience.

Please expedite this request. Thank you in advance for your help.

Very truly yours,

ALEXANDER & CRABTREE, P.C.

By: Carol Yinger
Carol Yinger
Paralegal

CY:me

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV -2 PM 3:17

N/C

V. SHEPARD NOV 14 2000

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. North West Life Assurance Company of Canada (The)
Name of corporation as it appears on the records of the Department of State.
2. Canada, using Washington State as the Port of 3. December 28, 1976
Incorporated under laws of Entry Date authorized to do business in Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV -2 PM 3:17

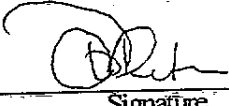
SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? Canada: September 1, 2000; Washington: September 12, 2000
5. Industrial-Alliance Pacific 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.
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

 October 30, 2000
Signature Date

Douglas A. Carrothers Secretary & Vice President
Typed or printed name Title

STATE OF WASHINGTON



OFFICE OF
INSURANCE COMMISSIONER

No. 113

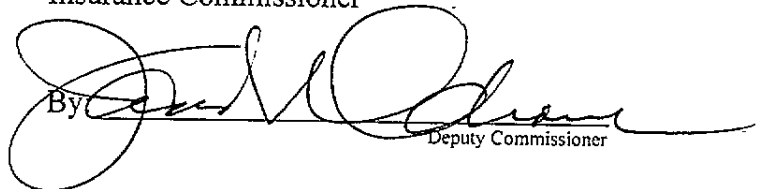
I, DEBORAH SENN, State Insurance Commissioner, do hereby certify that I am the state official charged with the general control and supervision of all insurance business (except State Workers' Compensation) transacted in the State of Washington and charged with the administration of the laws relating to insurance in said jurisdiction, and that this office is a department of record, having custody of original documents.

I FURTHER CERTIFY That the attached is a full, true, and accurate copy of the Amending Letters Patent issued by the Canadian Secretary of State, concerning the name change of The North West Life Assurance Company of Canada to Industrial-Alliance pacific Life Insurance Company, as filed in the Office of the Insurance Commissioner for the State of Washington.

IN WITNESS WHEREOF, *I have hereunto set my hand and affixed the official seal of the Insurance Commissioner of the State of Washington, this 17th day of October, 2000.*

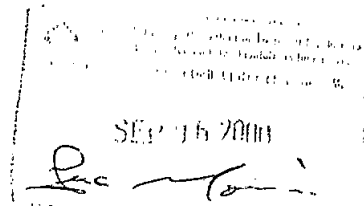


DEBORAH SENN
Insurance Commissioner

By  Deputy Commissioner



Canada



*Amending
Letters Patent*

Insurance Companies Act

The Secretary of State (International Financial Institutions), on behalf of the Minister of Finance and pursuant to section 225 of the *Insurance Companies Act*, declares that:

- these letters patent change the name of The North West Life Assurance Company of Canada to Industrial-Alliance Pacific Life Insurance Company; and
- these letters patent are effective September 1, 2000.

Date: August 4, 2000.

*Lettres patentes
modificatives*

*Loi sur les sociétés
d'assurances*

Au nom du ministre des Finances, et en vertu de l'article 225 de la *Loi sur les sociétés d'assurances*, le secrétaire d'État (Institutions financières internationales) déclare ce qui suit :

- les présentes lettres patentes autorisent la Compagnie d'Assurance-Vie North West du Canada à changer sa dénomination sociale à celle de L'industrielle-Alliance Pacifique Compagnie d'Assurance sur la Vie; et
- les présentes lettres patentes entrent en vigueur le 1^{er} septembre 2000.

Date: 4 août 2000

Secretary of State
(International Financial Institutions)
Le secrétaire d'État
(Institutions financières internationales)