

841015

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

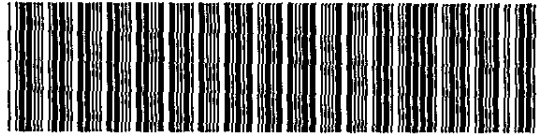
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02/09/06-01012--000 **87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAR -7 PM 12:09

Ps 3/7/06
NC



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 15, 2006

SHELLEY M SULLIVAN SCHROETER
GENWORTH FINANCIAL
6620 WEST BROAD ST
RICHMOND, VA 23221

SUBJECT: GENERAL ELECTRIC CAPITAL ASSURANCE COMPANY
Ref. Number: 841015

We have received your document for GENERAL ELECTRIC CAPITAL ASSURANCE COMPANY and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form should be accompanied by an original certificate from the domicile state evidencing the change from one name to another.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith
Document Specialist

Letter Number: 106A00010879

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Name Change of General Electric Capital Assurance Company, effective 1/1/06
(Name of Corporation)

DOCUMENT NUMBER: 841015

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Shelley M. Sullivan Schroeter

(Name of Contact Person)

Genworth Financial

(Firm/Company)

6620 West Broad Street

(Address)

Richmond, Virginia 23221

(City/State and Zip Code)

For further information concerning this matter, please call:

Shelley Sullivan

(Name of Contact Person)

at (804)

662-2562

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☒

\$43.75 Filing Fee &
Certificate of Status

☐

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



Legal Department
6620 West Broad Street
Building 1
Richmond, Virginia 23230
804.662.2562
804.662.2414 facsimile
shelley.sullivan@genworth.com

February 28, 2006

Pamela Smith
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Letter Number 106A00010879
Name Change of General Electric Capital Assurance Company (841015) and
Name Change of GE Life and Annuity Assurance Company (805763)

Dear Ms. Smith:

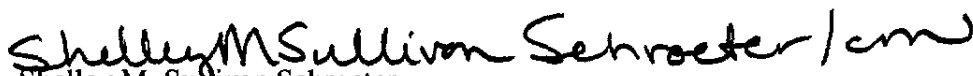
Per the instructions in your letter of February 16, 2006 (copy enclosed) enclosed you will find original certificates of authority in the above companies' new names from their respective states of domiciles along with our application for effecting the name changes with the Florida Secretary of State.

As your letter mentioned, we have already provided \$87.50 for the filing fees and certificate of statutes for each of the above named companies.

If you need any additional information, please write me at the address above, or by email at shelley.sullivan@genworth.com or call me at (804) 662-2562.

Thank you for your assistance.

Sincerely,


Shelley M. Sullivan Schroeter
Senior Paralegal

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)

841015

(Document number of corporation (if known))

FILED STATE
SECRETARY OF CORPORATION
06 MAR -7 PM 12:10

1. General Electric Capital Assurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 07/18/1978
(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? January 1, 2006
5. Genworth 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)

(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)

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

Shelley M. Sullivan Schroeter
(Typed or printed name of person signing)

Assistant Secretary and Paralegal
(Title of person signing)

MATTHEW DENN
INSURANCE COMMISSIONER

State of Delaware



841 SILVER LAKE BLVD.
DOVER, DELAWARE 19904-2465
(302) 739-4251
FACSIMILE (302) 739-5280

Department of Insurance

CERTIFIED CERTIFICATE OF AUTHORITY

I, MATTHEW DENN, Insurance Commissioner of the State of Delaware, do hereby certify that the attached Delaware Certificate of Authority No. 4524P, dated January 3, 2006, issued to the

GENWORTH LIFE INSURANCE COMPANY
f/k/a GENERAL ELECTRIC CAPITAL ASSURANCE COMPANY

is a true and correct copy of the document on file with this Department.



In Witness Whereof, I have hereunto set my hand and affixed the official seal of this Department at the City of Dover, this 26th day of January, 2006.

A handwritten signature of Matthew Denn in black ink.

INSURANCE COMMISSIONER

Nº 4524 P

Annual Continuation Fee
\$100.00

State of Delaware



Department of Insurance

Certificate of Authority to Insurance Company

This Certifies that subject to and in accordance with the laws of this State,

The GENWORTH LIFE INSURANCE COMPANY
2711 Centerville Road, Suite 400, Wilmington, DE 19808
of Administrative/Mailing: 6604 West Broad Street, Richmond, VA 23230
Incorporated or Organized on September 28, 1956 in Delaware
as a Stock insurer is hereby authorized to transact the business of
Life, including annuities, Variable Annuities and Health

insurance within the State of Delaware as such classes are now or may hereinafter be defined. This Certificate of Authority is the property of the State of Delaware and shall continue in force until terminated, suspended or revoked, subject to requirements for continuation by or on March 1 annually as set forth in the Insurance Laws of the State of Delaware. **Admitted on August 7, 1978. Effective January 1, 2006, General Electric Capital Assurance Company changed its name to Genworth Life Insurance Company.**

IN WITNESS WHEREOF, I have
hereunto set my hand and official seal, at Dover,
this 3rd day of January, 20 06

Matthew D. Dunne
INSURANCE COMMISSIONER
William H. J. J. J.
DEPUTY INSURANCE COMMISSIONER