

843339

Protective 

Protective Life Insurance Company
Post Office Box 2606
Birmingham, Alabama 35202
205-879-9230

Mary McGowan
Legal Assistant
Direct Dial: 205 868-3082
Facsimile Number: 205 868-3597
Toll Free Number: 800 627-0220

January 19, 1999

VIA FEDERAL EXPRESS

Florida Department of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800002795598--0
-03/05/99--01008--004
*****43.75 *****43.75

RE: American Foundation Life Insurance Company Name Change to
Protective Life and Annuity Insurance Company - Effective March 1, 1999

Dear Sir:

American Foundation Life Insurance Company, an Alabama domestic insurance company, licensed as a foreign insurer in your state is in the process of changing its name to Protective Life and Annuity Insurance company, such change to be effective March 1, 1999. In order for your Department to reflect this name change as of March 1, 1999, enclosed please find the following:

- 1.) Certified copy of Articles of Amendment as filed with the Alabama Department of Insurance;
- 2.) Letter dated as of January 8, 1999 from the Alabama Department of Insurance stating their approval of such name change;
- 3.) Check numbered 1035, in the amount of \$43.75, which includes a filing fee of \$35.00 for filing amended articles, and \$8.75 for the issuance of a Certificate of Good Standing.

Please issue this Certificate of Good Standing reflecting the new name and forward to me at your earliest convenience. If you have any questions, please contact me at the above number.

Sincerely,


Mary McGowan

Name change
HTS

Enclosures

33194

~~699000001814~~ 3-5-98
601,
308, 644, 620, 767

FILED
99 MAR -4 AM 9:31
RECEIVED
99 JAN 20 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS



Protective Life Corporation

Post Office Box 2606
Birmingham, Alabama 35202
205-879-9230
Mary McGowan
Legal Assistant
Direct Dial: 205 868-3082
Facsimile Number: 205 868-3597
Toll Free Number: 800 627-0220

March 2, 1999

VIA EXPRESS MAIL

Florida Department of Corporations
ATTN: Ms. Louise Flemming-Jackson
409 East Gaines Street
Tallahassee, FL 32399

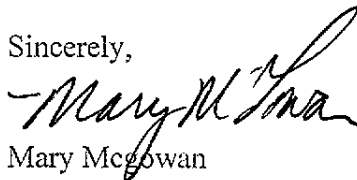
Re: American Foundation Life Insurance Company ("American Foundation")
Name change to Protective Life and Annuity Insurance Company

Dear Ms. Flemming-Jackson:

We are in receipt of your correspondence dated January 26, 1999. American Foundation has changed its name to Protective Life and Annuity Insurance Company effective March 1, 1999. In order to effectuate this name change with your Department, enclosed please find the following: i) application for amendment; ii) certified copy of Certificate of Authority in the new name issued by the Alabama Insurance Department; iii) filing fee in the amount of \$43.50 which includes \$35.00 filing fee and \$8.75 for issuance of a Certificate of Good Standing.

Please issue this Certificate of Good Standing in the new name as soon as possible and return to me. Thanks for your help.

Sincerely,



Mary McGowan

enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 26, 1999

Mary McGowan
% PROTECTIVE LIFE INSURANCE COMPANY
Post Office Box 2606
Birmingham, AL 35202

SUBJECT: AMERICAN FOUNDATION LIFE INSURANCE COMPANY
Ref. Number: 843339

We have received your document for AMERICAN FOUNDATION LIFE INSURANCE COMPANY and check(s) totaling \$43.75. However, your check(s) and document are being returned for the following:

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

Please return the enclosed check for \$43.75 or a newly issued check with your corrected document.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 799A00003324

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
99 MAR -4 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

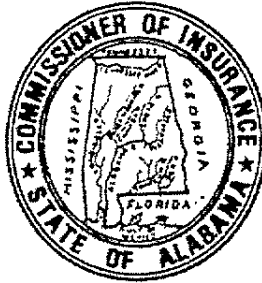
1. American Foundation Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Alabama 3. 5/25/79
Incorporated under laws of Date authorized to do business in Florida

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? 3/1/99
5. Protective Life and Annuity 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
- Wayne E. Stuenkel 3/3/99
Signature Date
- Wayne E. Stuenkel President
Typed or printed name Title

Certificate Of Authority

State Of Alabama Department of Insurance



I, THE UNDERSIGNED, COMMISSIONER OF INSURANCE, STATE OF ALABAMA, BY AUTHORITY VESTED IN ME BY LAW, DO HEREBY AUTHORIZE THE LICENSEE NAMED BELOW TO ACT WITH POWERS INDICATED HEREON.

NAME PROTECTIVE LIFE AND ANNUITY INSURANCE COMPANY

ADDRESS 2801 HIGHWAY 280 SOUTH BIRMINGHAM AL 35223

Company ID License Date Power Description

88536 9/1/58 1 Life, Disability and Annuities

THIS LICENSE REMAINS IN EFFECT UNTIL SUSPENDED, CANCELLED, EXPIRED OR REVOKED, AS LONG AS FEES AND TAXES ARE CURRENTLY PAID AND ALL LICENSING REQUIREMENTS ARE COMPLIED WITH.

David Parsons

(Acting) *COMMISSIONER OF INSURANCE*

*Amended to reflect name change, effective 3/1/99. FKA American Foundation Life Insurance Company.



FILED

99 MAR -4 AM 9: 31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF ALABAMA
DEPARTMENT OF INSURANCE
MONTGOMERY, ALABAMA**

I, the undersigned, Commissioner of Insurance of the State of Alabama, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto, set my hand and cause to be affixed the Seal of my office in Montgomery, Alabama.

Date: 2/19/99

Commissioner of Insurance (Acting)