

846388

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

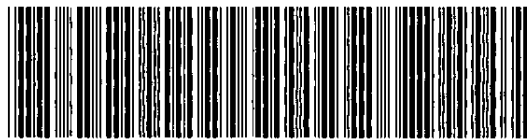
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 FEB -5 PM 2:28

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@ 2/5/09

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Longevity Insurance Company  
(Name of Corporation)

**DOCUMENT NUMBER:** 846388

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

BRIAN FOX

(Name of Contact Person)

se2 fbo Longevity Insurance Company

(Firm/Company)

5801 SW 6th Street

(Address)

Topeka, KS 66636-0001

(City/State and Zip Code)

For further information concerning this matter, please call:

Brian Fox

(Name of Contact Person)

at ( 785 ) 438-3595

(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

**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)**

846388

(Document number of corporation (if known))

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

09 FEB - 5 PM 2: 28

1. SCOR Life Insurance Company  
(Name of corporation as it appears on the records of the Department of State)
2. Texas (Incorporated under laws of)      3. June 30, 1980  
(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? August 26, 2008

5. Longevity 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)

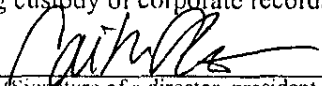
6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

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

\_\_\_\_\_  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

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

Caitlin Long  
(Typed or printed name of person signing)

President  
(Title of person signing)



**Texas Department of Insurance**

Financial, Company Licensing & Registration, Mail Code 305-2C  
333 Guadalupe • P. O. Box 149104, Austin, Texas 78714-9104

STATE OF TEXAS           §  
  §  
COUNTY OF TRAVIS       §

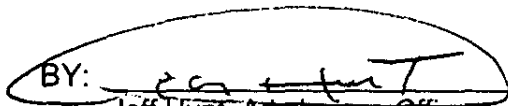
The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

**Articles of Amendment to the Articles of Incorporation for SCOR LIFE INSURANCE COMPANY from Plano, Texas, changing to LONGEVITY INSURANCE COMPANY, Houston, Texas altogether consisting of five (05) pages.**

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 22<sup>nd</sup> day of December 2008.

MIKE GEESLIN  
COMMISSIONER OF INSURANCE

BY:   
Jeff Hunt, Admissions Officer  
Company Licensing & Registration Division  
Order No. 07-0989

08-0753

No. \_\_\_\_\_

OFFICIAL ORDER  
of the  
COMMISSIONER OF INSURANCE  
of the  
STATE OF TEXAS  
AUSTIN, TEXAS

Date: AUG 26 2008

**Subject Considered:**

SCOR LIFE INSURANCE COMPANY  
Plano, Texas  
TDI No. 01-70420

AMENDMENT TO THE ARTICLES OF INCORPORATION

**General remarks and official action taken:**

On this day the Commissioner of Insurance considered the application of SCOR LIFE INSURANCE COMPANY, Plano, Texas, ("APPLICANT"), for approval of the Articles of Amendment to the Articles of Incorporation changing its name and home office from SCOR LIFE INSURANCE COMPANY, Plano, Texas to LONGEVITY INSURANCE COMPANY, Houston, Texas and for a Certificate of Authority evidencing such change.

After reviewing the application for approval of the Articles of Amendment to the Articles of Incorporation, Name Application, representations made by APPLICANT and supporting documents provided by APPLICANT, Department staff has determined that it appears that APPLICANT has met the requirements of TEX. INS. CODE ANN. §§ 801.051 - 801.053, 841.056 and other applicable requirements to change its name and home office from SCOR LIFE INSURANCE COMPANY, Plano, Texas to LONGEVITY INSURANCE COMPANY, Houston, Texas. Staff has also determined that it appears that the name LONGEVITY INSURANCE COMPANY is not so similar to that of another insurance company as to likely mislead the public as required by TEX. INS. CODE ANN. § 822.053.

The Name Change Endorsement for LONGEVITY INSURANCE COMPANY, Houston, Texas, Form No. LIC-NC001-TX has been filed with the Life/Health Division of the Texas Department of Insurance and APPLICANT and LONGEVITY INSURANCE COMPANY have represented to Staff at the Texas Department of Insurance that the Name Change Endorsement will be mailed to all affected policyholders by LONGEVITY INSURANCE COMPANY. Staff at the Texas Department of Insurance have reviewed the Name Change Endorsement for LONGEVITY INSURANCE COMPANY and it appears that the Name Change Endorsement properly notifies affected policyholders of the material changes to the policies and properly provides affected policyholders with proper contact information regarding the policy.

08-0753

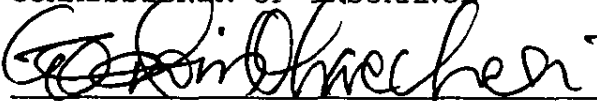
COMMISSIONER'S ORDER  
SCOR LIFE INSURANCE COMPANY  
PAGE 2 of 2

Therefore, based upon the application, representations made and documentation submitted by APPLICANT the Commissioner of Insurance hereby ORDERS that the proposed Articles of Amendment to the Articles of Incorporation to change the name and home office from SCOR LIFE INSURANCE COMPANY, Plano, Texas to LONGEVITY INSURANCE COMPANY, Houston, Texas be, and hereby is, approved.

The Commissioner of Insurance FURTHER ORDERS that a Certificate of Authority be issued to LONGEVITY INSURANCE COMPANY, Houston, Texas, and that the prior Certificate of Authority No. 14557, dated February 25, 2008, be canceled concurrently.

MIKE GEESLIN  
COMMISSIONER OF INSURANCE

BY:



Godwin Ohaechesi, Director  
Company Licensing & Registration  
Order 07-0989

Recommended by:



Loretta Calderon, Insurance Specialist  
Company Licensing & Registration

Reviewed by:



Margaret Jonon, Staff Attorney  
Financial Counsel Section  
Legal Services Division

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
SCOR LIFE INSURANCE COMPANY

Pursuant to the provisions of Articles 4.02 and 4.04 of the Texas Business Corporation Act and Section 841.156 of the Texas Insurance Code, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE

The name of this Corporation is SCOR Life Insurance Company.

ARTICLE TWO

Article One is deleted in its entirety and is amended to read:

“The name of the Corporation is Longevity Insurance Company.”

Article Three is deleted in its entirety and is amended to read:

“The home office of the Company shall be located in the City of Houston, County of Harris, State of Texas.”

ARTICLE THREE

The Amendments to the Articles of Incorporation were proposed by a Unanimous Written Consent of Directors, dated June 30, 2008 and adopted by Unanimous Written Consent of the Sole Shareholder of SCOR Life Insurance Company on June 30, 2008.

ARTICLE FOUR


The number of shares of the Corporation outstanding at the time of such adoption was 507,692 and the number of shares entitled to vote thereon was 507,692.

ARTICLE FIVE

The number of shares voted for such amendment was 507,692 and the number of shares voted against such amendment was 0.

Dated: July 8, 2008

**LONGEVITY INSURANCE COMPANY**

By:   
Name: Caitlin F. Long  
Title: President

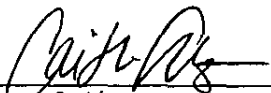


**AFFIDAVIT**

I, Caitlin F. Long, duly qualified President of Longevity Insurance Company (the "Company") do hereby certify that the Amendment to the Articles of Incorporation was approved by Written Consent of the Sole Shareholder of the Company, dated July 8, 2008, and that the facts set forth in the application to amend the attached Articles of Incorporation are true and correct.


IN WITNESS WHEREOF, I have set my hand and the seal of this Company this 9<sup>th</sup> day of July 2008.

**LONGEVITY INSURANCE COMPANY**

By:   
Name: Caitlin F. Long  
Title: President

State of New York  
County of New York

Sworn to before me this 9 day of July 2008

  
Notary Public

**DARRIELLE GROZALIS**  
Notary Public, State of New York  
No. 01GR6105876  
Qualified in New York County  
Commission Expires February 23, 2012

January 27, 2009

Hon. Kurt S. Browning  
Secretary of State  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Reinstatement of Longevity Insurance Company  
(formerly SCOR Life Insurance Company, FL # 846388)

Dear Secretary Browning:

This firm is privileged to assist Longevity Insurance Company (the "Company" and formerly named SCOR Life Insurance Company) in various regulatory matters following the Company's acquisition by Morgan Stanley Life Holding Incorporated. The Company was acquired from SCOR Global Life U.S. Re Insurance Company on June 30, 2008, upon the issuance by the Texas Department of Insurance ("TDI," the Company's domiciliary regulator) of Order No. 08-0581 approving the transaction.

Subsequent to the change in control, the Company obtained the approval of the TDI to change its name to Longevity Insurance Company by amending its articles of incorporation, and to change the location of its principal office from Plano, Texas to New York, New York. We have been assisting the Company in submitting applications for amended certificates of authority in the various states where it is authorized to transact insurance, including Florida.

The Florida Office of Insurance Regulation ("OIR") has asked for a current Certificate of Status. It appears that under its former management, the Company most recently filed an Annual Report with your office in July, 2006, and as a result its "active" status was revoked in September 2007. In order to remedy this situation and comply with the OIR's request, we are submitting herewith:

- A completed corporation reinstatement application, with a check for \$450 in payment of the Company's annual fees for 2007, 2008 and 2009.
- A completed application to amend a foreign profit corporation's application for authorization to transact business in Florida, accompanied by the cover letter, TDI-certified copy of its Order No. 08-0753 approving

CHADBOURNE  
& PARKE LLP

Hon. Kurt S. Browning

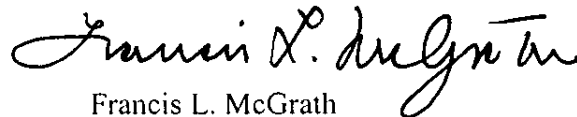
-2-

January 27, 2009

amendments to the Company's articles of incorporation, and a check for \$43.75 for the filing fee and a Certificate of Status.

We respectfully request that the \$750 reinstatement fee be waived in light of the fact that prior to the June 30, 2008 change in control, the Company's current owner and managers (i) had no opportunity to prevent the lapse in the Company's status with your office, and (ii) having learned of the inactive status following the OIR's request for a current Certificate of Status, are promptly acting to reinstate the Company as an active foreign corporation.

Respectfully,



Francis L. McGrath  
Senior Legal Assistant

Enclosures

cc: Duane L. Hughes, Esq.  
Brian Fox  
Richard G. Liskov, Esq.

FLM/flm