

847699

ALLSTATE INSURANCE COMPANY
LAW AND REGULATION
2775 Sanders Road
Suite A5
Northbrook, Illinois 60062-6127
(847) 402-3508
(800) 366-2958 Ext. 23508
FAX (847) 402-9757
email: jdespart@allstate.com

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 18 PM 2:46

June Des Parte, CPCU
Assistant State Filings Director

September 12, 2000

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

600003396496--0
-09/18/00--01100--013
*****43.75 *****43.75

RE: Redomestication of Northbrook Life Insurance Company

We would like to apply for a certificate acknowledging our filing of amended Articles of Reorganization. Northbrook Life Insurance Company redomesticated from the State of Illinois to the State of Arizona effective December 28, 1998. In accordance with your instructions, the following items are enclosed:

1. Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida
2. Certified Amended Articles of Reorganization (please note the certification is on the back page of the Articles)
3. Check #1000489557 in the amount of \$43.75 to cover the filing fee and one Certificate of Status

Please return a Certificate of Status to my attention at the above address. If you have any questions, please feel free to contact me.

Sincerely,

June Des Parte

Encl.: As stated

Amend
B

9/27/00

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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 18 PM 2:46

1. Northbrook Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Illinois 3. 6-1-80
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? _____
5. _____
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.

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

New Jurisdiction


Signature

9-12-00
Date

Thomas J. Wilson II
Typed or printed name

President
Title

AZ. CORP. COMMISSION
DELIVERED

DEC 28 1998

FILED BY T. H. H. H.
TERM _____
DATE 12/28

Northbrook Life Insurance Company 08616089

PROPOSED ARTICLES OF INCORPORATION (ARTICLES) APPEAR TO CONFORM TO
ARIZONA INSURANCE STATUTE. THE NAME IS NOT NOW IN CONFLICT
WITH THAT OF ANY INSURER AUTHORIZED TO TRANSACT INSURANCE IN
ARIZONA ON THIS DATE. December 22, 1998.
DOCUMENT(S) CONSIST(S) OF 10 PAGE(S).

BY Bartow E. Lewis

FOR THE CARRIAGE OF INSURANCE
STATE OF ARIZONA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
AND ARTICLES OF REDOMESTICATION
OF
NORTHBROOK LIFE INSURANCE COMPANY**

We, the undersigned, acting as incorporators for the purpose of redomesticating Northbrook Life Insurance Company, an Illinois corporation, which intends to continue its existence, without interruption, as a corporation organized under the laws of the State of Arizona pursuant to Arizona Revised Statutes § 20-231.A, do hereby adopt the following Amended and Restated Articles of Incorporation and Articles of Redomestication for said corporation.

ARTICLE I

The name of the corporation shall be Northbrook Life Insurance Company

ARTICLE II

The corporation was incorporated in the State of Illinois on February 1, 1960, and was the

031-98

surviving corporation of merger with an effective date of December 16, 1959.

ARTICLE III

The existence of the corporation shall be perpetual.

ARTICLE IV

Upon the approval of these Amended and Restated Articles of Incorporation and Articles of Redomestication by the necessary regulatory authorities, Northbrook Life Insurance Company shall be and continue to be possessed of all privileges, franchises and powers to the same extent as if it had been originally incorporated under the laws of the State of Arizona; and all privileges, franchises and powers belonging to said corporation, and all property, real, personal and mixed, and all debts due on whatever account, all Certificates of Authority, agent appointments, and all choses in action, shall be and the same are hereby ratified, approved, confirmed and assured to Northbrook Life Insurance Company with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Arizona. Said corporation shall be given recognition as a domestic corporation of the State of Arizona from and after December 16, 1959, and as a domestic insurer of the State of Arizona from and after February 1, 1960, the dates of its initial incorporation and authorization to transact insurance business under the laws of the State of Illinois, effective the date of filing with the Arizona Corporation Commission.

ARTICLE V

The nature of the business to be transacted and the objects and purposes for which this corporation is organized include the transaction of any and all lawful business for which insurance corporations may be incorporated under the laws of the State of Arizona without limitation, and as said laws may be amended from time to time, and specifically said corporation shall be authorized to transact disability insurance, life insurance, annuities, variable life insurance and variable annuities as defined pursuant to A.R.S. §§ 20-253, 20-254, 20-254.01, 20-2601 and 20-2632 respectively, together with such other kinds of insurance as the corporation may from time to time be authorized to transact, and to act as a reinsurer of business for which it is duly authorized consistent with the applicable federal and state requirements.

ARTICLE VI

The authorized capital of the corporation shall be \$2,500,000, and shall consist of 25,000 shares of voting common stock with a par value of \$100.00 per share. No holders of stock of the corporation shall have any preferential right to subscription to any shares securities convertible into shares of stock of the corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock at the time existing.

Nothing herein contained shall be construed as prohibiting the corporation from issuing any shares of authorized but unissued common stock for such consideration as the Board of Directors may determine, provided such issuance is approved by the shareholders of the corporation by a majority of the votes entitled to be cast at any annual or special meeting of shareholders called for that purpose. No such authorized but unissued stock may, however, be issued to the shareholders of the corporation by way of a stock dividend, split-up or in any other manner of distribution unless the same ratable stock dividend, stock split-up or other distribution be declared or made in voting common stock to the holder of such voting common stock at the time outstanding. Each holder of common stock shall be entitled to participate share for share in any cash dividends which may be declared from time to time on the common stock of the corporation by the Board of Directors and to receive pro rata the net assets of the corporation on liquidation.

ARTICLE VII

The affairs of the corporation shall be conducted by a Board of Directors consisting of not less than five (5) nor more than fifteen (15) directors as fixed by the bylaws, and such officers as said directors may at any time elect or appoint. No officer or director need be a shareholder of this corporation. Eight (8) directors shall constitute the initial Board of Directors. The names and addresses of the persons who are to serve as directors until the next annual meeting of shareholders or until their successors are elected and qualified, and of the persons who are to serve as officers until the next annual meeting of the directors or until their successors are elected and qualify, are:

Board of Directors

- Louis Gordon Lower, II., Chairman
Allstate Plaza West
3100 Sanders Road
Northbrook, Illinois 60062-7154

- Peter Hall Heckman
Allstate Plaza West
3100 Sanders Road
Northbrook, Illinois 60062-7154

- Michael Joseph Velotta
Allstate Plaza West
3100 Sanders Road
Northbrook, Illinois 60062-7154

John Roger Hunter
Allstate Plaza West
3100 Sanders Road
Northbrook, Illinois 60062-7154

Kevin Rourke Slawin
Allstate Plaza West
3100 Sanders Road
Northbrook, Illinois 60062-7154

Casey Joseph Sylla
Allstate Plaza North
2775 Sanders Road
Northbrook, Illinois 60062-7154

Timothy Nicholas Vander Pas
Allstate Plaza West
3100 Sanders Road
Northbrook, Illinois 60062-7154

Thomas Joseph Wilson, II
Allstate Plaza North
2775 Sanders Road
Northbrook, Illinois 60062-7154

Officers

Louis Gordon Lower, II, Chief Executive Officer
Allstate Plaza West
3100 Sanders Road
Northbrook, Illinois 60062-7154

Pete Hall Heckman - President and Chief Operating Officer
Allstate Plaza West
3100 Sanders Road
Northbrook, Illinois 60062-7154

Michael Joseph Vclotta - Vice President, Secretary and General Counsel
Allstate Plaza West
3100 Sanders Road
Northbrook, Illinois 60062-7154

James Philip Zils - Treasurer
Allstate Plaza West
3100 Sanders Road
Northbrook, Illinois 60062-7154

Marla Gay Friedman - Vice President
Allstate Plaza West
3100 Sanders Road
Northbrook, Illinois 60062-7154

Karen Cassidy Gardner - Vice President
Allstate Plaza West
3100 Sanders Road
Northbrook, Illinois 60062 54

Kevin Rourke Slawin - Vice President
Allstate Plaza West
3100 Sanders Road
Northbrook, Illinois 60062-7154

Casey Joseph Sylla - Chief Investment Officer
Allstate Plaza North
2775 Sanders Road
Northbrook, Illinois 60062-7154

The directors shall have the power to adopt, amend, alter and repeal the Bylaws, to manage the corporate affairs and make all rules and regulations expedient for the management of the affairs of the corporation, to remove any officer and to fill all vacancies occurring in the Board of Directors and offices for any cause, and to appoint from their own number an executive committee and other committees and vest said committees with all the powers permitted by the Bylaws.

ARTICLE VIII

The Corporation may indemnify any person as permitted by the laws of the State of Arizona, and as further specified in its Bylaws, including the power to purchase and maintain insurance to indemnify the corporation for any obligation which it may incur as a result of such indemnification.

ARTICLE IX

All directors of the corporation shall be elected at the annual meeting of the shareholders, which shall be held on the third Tuesday of February of each year or such other date and time as may be determined by the Board of Directors, unless such day falls on a holiday, in which event the

regular annual meeting shall be held on the next succeeding business day.

ARTICLE X

The registered office of business of the corporation shall be located in the City of Phoenix, Maricopa County, Arizona; but it may have other places of business and transact business, and its Board of Directors or shareholders may meet for the transaction of business, at such other place or places within or without the State of Arizona which its Board of Directors may designate.

ARTICLE XI

The fiscal year of the corporation shall be the calendar year.

ARTICLE XII

In no event shall the corporation incur indebtedness in excess of the amount authorized by law.

ARTICLE XIII

The shares of the corporation, when issued, shall be non-assessable, except to the extent required by the Constitution, specifically, but not in limitation thereof, as provided by Article XIV, Section 11 of the Constitution of the State of Arizona and the laws of the State of Arizona.

ARTICLE XIV

The private property of the shareholders, directors and officers of the corporation shall be forever exempt from debts and obligations of the corporation.

ARTICLE XV

The Bylaws of the corporation may be repealed, altered amended, or substitute Bylaws may be adopted, by the directors or the shareholders, in accordance with the provisions contained in said Bylaws.

ARTICLE XVI

J. Michael Low of 2999 North 44th Street, Suite 250, Phoenix, Arizona, 85018, having been a bona fide resident of Arizona for at least three (3) years, is hereby appointed the statutory agent of this corporation in the State of Arizona, upon whom notices and processes, including service of summons, may be served, and which, when so served shall have lawful personal service on the

corporation. The Board of Directors may revoke this appointment at any time, and shall fill the vacancy in such position whenever one exists.

ARTICLE XVII

The names and addresses of the incorporators of the corporation are:

J. Michael Low
Low & Childers, P.C.
2999 North 44th Street, Suite 250
Phoenix, Arizona 85018

S. David Childers
Low & Childers, P.C.
2999 North 44th Street, Suite 250
Phoenix, Arizona 85018

Steven R. Henry
Low & Childers, P.C.
2999 North 44th Street, Suite 250
Phoenix, Arizona 85018

Kathleen T. Newcomb
Low & Childers, P.C.
2999 North 44th Street, Suite 250
Phoenix, Arizona 85018

Charles R. Bassett
Low & Childers, P.C.
2999 North 44th Street, Suite 250
Phoenix, Arizona 85018

All individual incorporators are eighteen (18) years of age or older.

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Amended and Restated Articles of Incorporation and Articles of Redomestication to the Arizona Corporation Commission for filing.

Sent by: LOW & CHILDERS-

6028088835;

12/31/98 10:23AM; 3115; Page 2/3

Sent by: DEC 31, 1998 11:56AM

ALLSTATE ECE; 6028088835;

12/31/98 8:56AM; NO. 14821:35. 23 3/3

IN WITNESS WHEREOF, I hereto affix my signature as of the 29th day of

December, 1998 for these Articles.

Northbrook Life Insurance Company

Michael I. Valocchi
Michael I. Valocchi, Secretary

IN WITNESS WHEREOF, we hereunto affix our signatures as of the _____ day of _____, 199__.

J. Michael Low
J. Michael Low

S. David Childers
S. David Childers

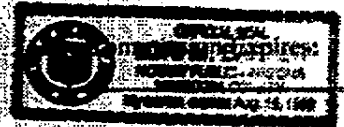
Steven R. Henry
Steven R. Henry

Kathleen T. Newcomb
Kathleen T. Newcomb

Charles R. Bassett
Charles R. Bassett

Subscribed, sworn to and acknowledged before me this 25th day of December, 1998

[Signature]
Notary Public



APPOINTMENT OF STATUTORY AGENT

I, J. Michael Low, being a resident of the State of Arizona for at least three (3) years preceding this appointment, do hereby accept appointment as Statutory Agent for Northbrook Life Insurance Company in accordance with the Arizona Revised Statutes until appointment of a successor Statutory Agent and removal.

DATED, this 21st day of December 1998



J. Michael Low, Esq.
Low & Childers, P.C.

Sent by: LON & CHILDERS
By: LON & CHILDERS

0022088835;
0022088835;

Page 1 of 1
Page 2 of 2

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

1700 West Washington
Phoenix, Arizona 85007 3020

600 West Congress
Phoenix, Arizona 85001 1347

CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

OK APPROPRIATE BOX 1A OR B
1A

FOR THE YEAR 1991
NAME OF CORPORATION

UNDERSIGNED CERTIFY THAT

I am a person serving either by election or appointment as officer, director, director, manager, or similar position in the corporation or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary interest in the corporation.

I have been convicted of a felony involving a transaction in securities, commodities, or other financial instruments within the seven year period immediately preceding the execution of this Certificate.

I have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, or other dishonest conduct in connection with the execution of this Certificate.

I have been or am subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven year period immediately preceding the execution of this Certificate which such injunction, judgment, decree or permanent order

(a) involved the violation of fraud or misrepresentation provisions of the securities laws of the United States;

(b) involved the violation of the securities laws of the United States; or

(c) involved the violation of the criminal or restraint of trade laws of the United States.

For any person or persons who have been or are subject to one or more of the foregoing provisions of the securities laws of the United States, the following information MUST be attached:

- Full name, prior name(s) and aliases if any
- Full birth name
- Present home address
- Prior addresses (for membership preceding 5 year period)
- Date and location of birth

- Social Security Number
- The name of the corporation in which the person is or was an officer, director, manager, or similar position, and the date of such service.

I am any person serving as an officer, director, director, manager, or similar position in the corporation or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary interest in the corporation.

YOUR ANSWER TO THE ABOVE QUESTION IS YES OR NO. IF YES, PLEASE ATTACH THE FOLLOWING INFORMATION:

- Name and address of the corporation
- Full name (including aliases) and address of each person involved
- Date of conviction
- Date of conviction

The fiscal year end adopted by the corporation is 12/31

I, the undersigned, being a duly qualified officer, director, manager, or similar position in the corporation, do hereby certify that the foregoing is true and correct to the best of my knowledge and belief.

DELIVERY DATE

BY: Kevin R. Blawie

PRINT NAME: Kevin R. Blawie

DATE: 12/31/91

ALL CORPORATIONS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If a corporation is not a corporation, it must be a partnership, limited liability company, or other entity. If a corporation is not a corporation, it must be a partnership, limited liability company, or other entity.


ALL CORPORATIONS MUST BE SIGNED BY AT LEAST ONE INDIVIDUAL ACTING AS AN OFFICER, DIRECTOR, MANAGER, OR SIMILAR POSITION.

0022 - Business Corporations
1/96



STATE OF ARIZONA
CORPORATION COMMISSION

I hereby certify this to be a true
and complete copy of the document filed
in this office and admitted to record in
File No. 08-01608-4.


Executive Secretary

Dated: 7-14-2000 By: Doreen Thomas