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Clarica U.S. Inc.

13890 Bishop's Drive, Suite 300
P.O. Box 503
Brookfield, Wisconsin 53008-0503

Tel 262 797-3900 X3909
Fax 262 797-3919
www.clarica-us.com



CLARICA™

February 25, 2000

Ms. Yvette McGee
Certification Section
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

000003171600--4
-03/17/00--01001--001
*****52.50 *****52.50

RE: Name Change Application and Certificate of Status
Clarica Life Insurance Company-U.S. (f/k/a TMG Life Insurance Company)

Dear Ms. McGee:

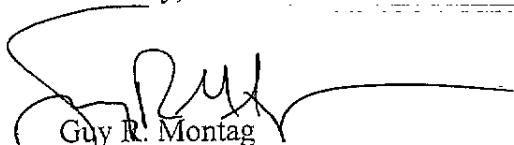
TMG Life Insurance Company changed its name to Clarica Life Insurance Company-U.S., effective December 1, 1999. For the last seven months, we have been working with Alex Perrin at the Florida Department of Insurance to complete the name change process in Florida. As a part of the name change requirements, we must submit to the Department of Insurance an original Certificate of Good Standing from the Florida Secretary of State, reflecting our new name.

Enclosed you will find the appropriate application materials to change TMG's name with the Department of State. I have also enclosed a check for \$52.50: \$35.00 filing fee, \$8.75 new Certificate of Status, and \$8.75 certified copy of Name Change Amendment.

I would appreciate it if you would send the Certificate of Good Standing for Clarica Life Insurance Company-U.S. directly to Alex Perrin at the Florida Department of Insurance, 200 East Gaines Street, Tallahassee, Florida, 32399-0327. Since our name change was effective December 1, 1999, any efforts to expedite the process would be greatly appreciated.

Please contact me if you have any questions. Thank you for your prompt attention to this matter.

Sincerely,


Guy R. Montag
Associate Counsel & Secretary

Enclosures

Name change
HFS
3-15-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 15 PM 3:01

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CLARICA™

March 14, 2000

VIA OVERNIGHT MAIL

Ms. Louise Jackson
Certification Section
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Name Change Application and Certificate of Status
Clarica Life Insurance Company-U.S. (f/k/a TMG Life Insurance Company)

Dear Ms. Jackson:

Per your request, I have enclosed a Certificate of Fact from the North Dakota Secretary of State's Office, which states that TMG Life Insurance Company changed its name to Clarica Life Insurance Company-U.S., effective December 1, 1999. It is my understanding that the submission of this Certificate is the final document needed by your office to complete the name change process.

As you know, we have been working with Mr. Alex Perrin at the Florida Department of Insurance to complete the name change process in Florida. As a part of the name change requirements, we must submit to the Department of Insurance an original Certificate of Good Standing from the Florida Secretary of State, reflecting our new name. Once you have completed the name change process in your office, I would appreciate it if you would issue a Certificate of Good Standing for Clarica Life Insurance Company-U.S. and send it directly to Mr. Perrin at the Florida Department of Insurance, 200 East Gaines Street, Tallahassee, Florida, 32399-0327. Since our name change was effective December 1, 1999, any efforts to expedite the process would be greatly appreciated.

Please contact me if you have any questions. Thank you for your prompt attention to this matter.

Sincerely,

Tami Boncher

Tami Boncher
Paralegal

Enclosure

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.)

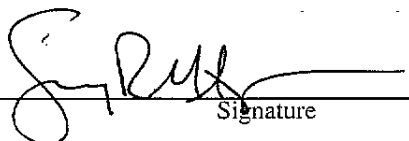
SECTION I
(1-3 MUST BE COMPLETED)

FILED
SECRETARY OF CORPORATIONS
00 MAR 15 PM 3:01

1. TMG Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. North Dakota 3. September 15, 1982
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? December 1, 1999
5. Clarica Life Insurance Company-U.S.
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

February 21, 2000
Date

Guy R. Montag
Typed or printed name

Associate Counsel & Secretary
Title

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF FACT

OF

CLARICA LIFE INSURANCE COMPANY-U.S.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that CLARICA LIFE INSURANCE COMPANY-U.S., a North Dakota insurance corporation, incorporated with this office as TMG LIFE INSURANCE COMPANY on June 11, 1930. On December 1, 1999 restated Articles of Incorporation were filed changing the name to CLARICA LIFE INSURANCE COMPANY-U.S.

Dated: March 10, 2000

Alvin A. Jaeger
Secretary of State

SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 15 PM 3:01