

854077

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

15 4/29/04  
16/10/04

Jessica L. Eterno  
Corporate Attorney



Members of the Sammons Financial Group

**VIA UPS STANDARD DELIVERY**

April 21, 2004

Florida Department of State  
Amendment Section  
409 East Gaines Street  
Tallahassee, FL 32399

**RE: WITHDRAWAL OF AUTHORITY FOR FOREIGN CORPORATION**  
*Clarica Life Insurance Company - U.S. FL Document #854077*

Dear Secretary of State:

Enclosed please find a completed Transmittal Letter; Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida; and a \$35 filing fee. We are seeking to withdraw the authority for Clarica Life Insurance Company- U.S., a North Dakota stock insurance corporation ("Clarica-U.S.") because it has been merged into Midland National Life Insurance Company, an Iowa stock insurance corporation ("Midland"). Midland has been registered with your Department since 1961 (see Florida Document #815501).

For your information, the North Dakota Department of Insurance approved this merger on March 8, 2004, with an effective date of April 1, 2004. Likewise, the Iowa Division of Insurance approved this merger on March 11, 2004, with an effective date of April 1, 2004. Copies of the Orders approving the merger are available on the North Dakota and Iowa websites as follows:

North Dakota: <http://www.state.nd.us/ndins/communications/legal-documents.asp?ID=79>

Iowa: <http://www.iid.state.ia.us/division/orders/default.asp?linksback=newsmedia>

In addition, please note we have notified the Florida Department of Insurance of this merger and received an email confirmation of receipt of that notice from Paul Johns.

If you require additional information or have any questions, please do not hesitate to contact me. Thank you for your attention to this matter.

Yours truly,



Jessica Eterno  
Corporate Attorney

enclosures

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF  
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Clarica Life Insurance Company - U.S.

(Name of Corporation)

854077

(Document Number of Corporation (if known))

North Dakota

(Incorporated Under Laws of)

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TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

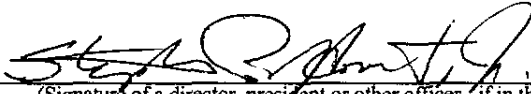
P.O. Box 2907

(Mailing Address)

Fargo, ND 58108-2907

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



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

April 20, 2004

(Date)

Stephen P. Horvat, Jr.

(Typed or printed name of person signing)

Secretary

(Title of person signing)

**FILING FEE \$35**