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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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*****70.00 *****70.00

CORPORATION(S) NAME

SBLI Mutual Life Insurance Company of New York, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. SBLI Mutual Life Insurance Company of New York, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New York 3. 134076788
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 30, 1999 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. No business transacted prior to qualification, upon qual.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 460 W 34th Street, Suite 800
New York, New York 10001-2320
(Current mailing address)

8. Insurance and financial services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Patrick A. Nolan
(Registered agent's signature)

Patrick A. Nolan
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Clifford M. Miller

Address: c/o SBLI Mutual Life Insurance Company of New York, Inc.
460 West 34th Street, New York, NY 10001

Vice Chairman: Joseph L. Mancino

Address: c/o SBLI Mutual Life Insurance Company of New York, Inc.
460 West 34th Street, New York, NY 10001

Director: Deborah Aguiar-Velez

Address: c/o SBLI Mutual Life Insurance Company of New York, Inc.
460 West 34th Street, New York, NY 10001

Director: Samuel M. Bemiss

Address: c/o SBLI Mutual Life Insurance Company of New York, Inc.
460 West 34th Street, New York, NY 10001

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Vikki L. Pryor, President, Chief Executive Officer

Address: c/o SBLI Mutual Life Insurance Company of New York, Inc.
460 West 34th Street, New York, NY 10001

Vice President: Mark Miller, Executive Vice President, Chief Financial Officer

Address: c/o SBLI Mutual Life Insurance Company of New York, Inc.
460 West 34th Street, New York, NY 10001

Secretary: Theodore P. Manno, Executive Vice President, General Counsel & Secretary

Address: c/o SBLI Mutual Life Insurance Company of New York, Inc.
460 West 34th Street, New York, NY 10001

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

*See attached addendum which includes the additional officers and directors.

13. *Deborah Aguiar-Velez*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____
(Typed or printed name and capacity of person signing application)

ADDENDUM TO THE APPLICATION LISTING ADDITIONAL DIRECTORS

Dudley P. Cooke
C/o SBLI Mutual Life Insurance Company of New York, Inc.
460 W 34th Street, New York, NY 10001

Harry P. Doherty
C/o SBLI Mutual Life Insurance Company of New York, Inc.
460 W 34th Street, New York, NY 10001

David L. Hinds
C/o SBLI Mutual Life Insurance Company of New York, Inc.
460 W 34th Street, New York, NY 10001

Daniel J. Hogarty, Jr.
C/o SBLI Mutual Life Insurance Company of New York, Inc.
460 W 34th Street, New York, NY 10001

David Jefferson
C/o SBLI Mutual Life Insurance Company of New York, Inc.
460 W 34th Street, New York, NY 10001

Evelyn F. Murphy
C/o SBLI Mutual Life Insurance Company of New York, Inc.
460 W 34th Street, New York, NY 10001

Albert J. Regen
C/o SBLI Mutual Life Insurance Company of New York, Inc.
460 W 34th Street, New York, NY 10001

G. Thomas Rogers
C/o SBLI Mutual Life Insurance Company of New York, Inc.
460 W 34th Street, New York, NY 10001

Wesley Stisser
C/o SBLI Mutual Life Insurance Company of New York, Inc.
460 W 34th Street, New York, NY 10001

Lawrence J. Toal
C/o SBLI Mutual Life Insurance Company of New York, Inc.
460 W 34th Street, New York, NY 10001

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Vikki L. Pryor
C/o SBLI Mutual Life Insurance Company of New York, Inc.
460 W34th Street, New York, NY 10001

Dennis MW McIntosh
C/o SBLI Mutual Life Insurance Company of New York, Inc.
460 W34th Street, New York, NY 10001

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Certificate of Good Standing

STATE OF NEW YORK
I N S U R A N C E D E P A R T M E N T

It is hereby certified that

SBLI MUTUAL LIFE INSURANCE COMPANY OF NEW YORK, INC.
of New York, New York

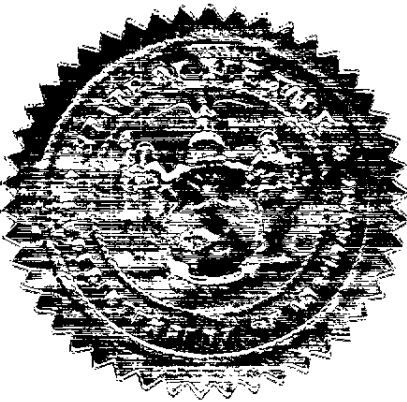
was incorporated under the laws of the State of New York on August 30, 1999,
under the title of SBLI MUTUAL LIFE INSURANCE COMPANY OF NEW YORK, INC.
and was licensed to transact insurance business in the State of New York
on December 28, 1999.

IT IS HEREBY FURTHER CERTIFIED that the aforesaid Company is duly
authorized in the State of New York to transact the business of
life, annuities, and accident and health insurance, as specified in
paragraphs 1, 2, and 3 of Section 1113(a) of the New York Insurance Law
and has been continuously licensed and remains in good standing to the
date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed the official seal of this Department
at the City of Albany, New York, this
25th day of January 2000.

NEIL D. LEVIN
Superintendent of Insurance

By *Barbara E. Chelmer*
Special Deputy Superintendent



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