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TALLAHASSEE, FLORIDA

Withhold

C. Couliette MAR 17 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Insurance Investors Life Insurance Company

(Name of Corporation)

DOCUMENT NUMBER: F00000001212

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this
matter to the following:

Susan Jennings

(Name of Person)

Insurance Investors Life Insurance Company

(Firm/Company)

1300 W Mockingbird Lane

(Address)

Dallas, Texas 75247

(City/State and Zip code)

For further information concerning this matter, please call:

Susan Jennings

(Name of Person)

at (214) 638-9301

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

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

MAILING ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

Insurance Investors Life Insurance Company

(Name of Corporation)

F00000001212

(Document Number of Corporation (if known))

Texas

(Incorporated Under Laws of)

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:

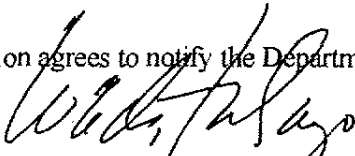
1300 W Mockingbird Lane

(Mailing Address)

Dallas, Texas 75247

(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)

March 3, 2006

(Date)

Wade H. Mayo

(Typed or printed name of person signing)

President & CEO

(Title of person signing)

FILING FEE \$35

FILED
2006 MAR - 8 PM 4:23
TALLAHASSEE FLORIDA
STATE DEPT OF STATE