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Florida Department of State
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Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
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**Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
GUGGENHEIM LIFE AND ANNUITY COMPANY**

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**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. Guggenheim Life and Annuity Company
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Iowa 3. 43-1380554
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. June 30, 1993 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 222 Indianapolis Blvd., Suite 100, Schererville, IN 46375
(Principal office address)

222 Indianapolis Blvd., Suite 100, Schererville, IN 46375
(Current mailing address)

8. Insurance and Reinsurance
(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 NOT acceptable)

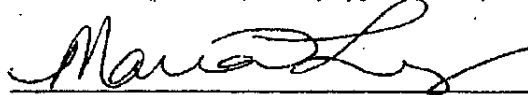
Name: Corporation Service Company

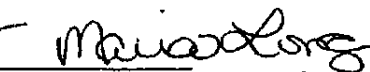
Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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.


(Registered agent's signature)


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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Director: Mark R. WalterAddress: 227 W. Monroe St., Suite 4800Chicago, IL 60606Director: Dominic J. CurcioAddress: 227 W. Monroe St., Suite 4800Chicago, IL 60606Director: David KormanAddress: 227 W. Monroe St., Suite 4800Chicago, IL 60606

Director: _____

Address: _____

B. OFFICERS

President: Jeffrey S. LangeAddress: 222 Indianapolis Blvd., Suite 100Schererville, IN 46375Assistant Secretary: Jill S. FactorAddress: 222 Indianapolis Blvd., Suite 100Schererville, IN 46375Secretary: Daniel J. TownissAddress: 222 Indianapolis Blvd., Suite 100, Schererville, IN 46375Treasurer: Eric P. HurckesAddress: 222 Indianapolis Blvd., Suite 100, Schererville, IN 46375

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

13. Jill S. Factor
(Signature of Director or Officer listed in number 12 of the application)14. Jill S. Factor, Assistant Secretary
(Typed or printed name and capacity of person signing application)2010 APR 29 AM 9:38
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**IOWA SECRETARY OF STATE
MICHAEL A. MAURO**



Date: 4/28/2010

CERTIFICATE OF EXISTENCE

Name: GUGGENHEIM LIFE AND ANNUITY COMPANY (490 DP - 167422)
Date of Incorporation: 6/30/1993
Duration: PERPETUAL

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I, MICHAEL A. MAURO, Secretary of State of the State of Iowa, custodian of the records of incorporations, certify that the corporation named on this certificate is in existence and was duly incorporated under the laws of Iowa, that all fees required by the Iowa Business Corporation Act have been paid by the corporation, that the most recent biennial corporate report required has been filed by the Secretary of State, and that articles of dissolution have not been filed.

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| Certificate ID: CS39429 |
| To validate this certificate please visit the following web site and enter the certificate ID. |
| www.sos.state.ia.us/ValidateCertificate |

Michael A. Mauro
MICHAEL A. MAURO SECRETARY OF STATE