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December 12, 2000

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

Re: Register RGA Financial Group, L.L.C. as a Foreign Limited Liability Company

Dear Sir or Madame:

Enclosed are RGA Financial Group, L.L.C.'s application for authorization to transact business as a foreign limited liability company in Florida and an original certificate of existence. RGA Financial Group is a Delaware General Limited Liability Company with its principal office in St. Louis, Missouri.

Also enclosed are a registered agent consent form from CT Corporation and a check in the amount of \$125.00 for the processing fees.

Thank you for your attention to this matter.

Very truly yours,

Dana C. Wiele
Dana C. Wiele

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Enclosures

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TALLAHASSEE FLORIDA

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. RGA Financial Group, L.L.C.
(Name of foreign limited liability company)
2. Delaware 3. 43-1723342
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. September 19, 1995 5. 30 years
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. July, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1370 Timberlake Manor Parkway
St. Louis, MO 63017-6039
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

- RGA Reinsurance Company (Barbados) Ltd.
1370 Timberlake Manor Parkway, St. Louis, MO 63017
- RGA Reinsurance Company
1370 Timberlake Manor Parkway, St. Louis, MO 63017

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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Reinsurance Intermediary

Dana C. Wieh
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Dana C. Wieh
Typed or printed name of signee

ACCEPTANCE OF APPOINTMENT

RE: RGA FINANCIAL GROUP, L.L.C. (Delaware Domestic)

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at 1200 South Pine Island Road, Plantation, Florida 33324 pursuant to the provisions of section 608.507, Florida Statutes, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: December 8, 2000

C T CORPORATION SYSTEM

By M.S. Green
M. S. Green,
Assistant Secretary

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RGA FINANCIAL GROUP, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2000.

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TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0816568

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DATE: 11-28-00