P00407

Heidi L. Pardue
Sr. Internal Auditor
Generali USA Life Reassurance Company
8330 Ward Parkway
Kansas City, Missouri 64114

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies ________ Certificates of Status ________

Special Instructions to Filing Officer:
Heidi gave authoriz to correct date in Bl 3. ac 2/24

Office Use Only

600028752136

02/16/04--01063--023 **43.75

FILED
04 FEB 16 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/19
ac n/cha

GENERALI USA
Life Reassurance Company

February 20, 2004

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

Re: Name change of Clarica Life Reinsurance Company to Generali USA Life Reassurance Company

Dear Ms. Chestnut:

In response to your telephone call, I am sending you the necessary application and forms showing the change of domicile. We are currently requesting to have our name changed from Clarica Life Reinsurance Company to Generali USA Life Reassurance Company. You have already received the check for $43.75 for the filing fee and Certificate of Status. Please mail these documents to my attention at: Heidi Pardue, Generali USA Life Reassurance Co., 8330 Ward Parkway, Kansas City, MO 64114. I can be reached by telephone at 816-412-3652.

The redomestication the company from Michigan to Missouri was approved on December 30, 2003. The necessary UCAA forms have been filed electronically through the NAIC web site.

Please let me know if you have any questions or concerns.

Sincerely,

Heidi L. Pardue

Heidi L. Pardue
Sr. Internal Auditor

GENERALI USA
Life Reassurance Company

January 21, 2004

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

Re: Name change of Clarica Life Reinsurance Company to Generali USA Life Reassurance Company

To Whom It May Concern:

We are currently requesting to have our name changed from Clarica Life Reinsurance Company to Generali USA Life Reassurance Company. We are including a check for $43.75 for the filing fee and Certificate of Status. Please mail these documents to my attention at: Heidi Pardue, Generali USA Life Reassurance Co., 8330 Ward Parkway, Kansas City, MO 64114. I can be reached by telephone at 816-412-3652.

I have enclosed a copy of the evidence of the amendment from Michigan.

We are currently in the process of redomesticating the company from Michigan to Missouri. This process should be completed shortly. We have gained approval from Missouri and are working on getting the documents gathered.

Please let me know if you have any questions or concerns.

Sincerely,

Heidi L. Pardue
Sr. Internal Auditor

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
04 FEB 16 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

____
(Document number of corporation (if known))

1. Clarica Life Reinsurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Michigan
(Incorporated under laws of)

3. 12-28-83
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? August 28, 2003

5. Generali USA Life Reassurance Company
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

____
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Missouri
(New jurisdiction)

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

February 20, 2004
(Date)

David A. Gates
(Typed or printed name of person signing)

Secretary/General Counsel
(Title of person signing)

STATE OF MICHIGAN
OFFICE OF FINANCIAL AND INSURANCE SERVICES
DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
David C. Hollister, Director

JENNIFER M. GRANHOLM
GOVERNOR

FRANK M. FITZGERALD
COMMISSIONER

February 24, 2003

Mr. David Gates
700 Karnes Blvd.
Kansas City, MO 64108

Re: Clarica Life Rinsurance Company, NAIC No. 97071
Proposed Redomestication from Michigan to Missouri

Dear Mr. Gates:

This letter is regarding the above captioned proposed redomestication. In order to facilitate the proposed redomestication of Clarica Life Reinsurance Company, the company would need to file a UCAA Primary application with the State of Missouri

Transfer of domicile of a Michigan insurer requires approval of the Michigan Commissioner pursuant to the provisions of MCL 500.413. Section 413 requires that Clarica Life Reinsurance Company be admitted to transact insurance in the new state of domicile. Upon approval by the Commissioner, Clarica Life Reinsurance Company shall cease to be a Michigan insurer, but shall be admitted to Michigan if qualified as a foreign insurer. The proposed transfer shall be approved unless the Commissioner determines the transfer is not in the interest of the policyholders of this state.

To facilitate our review please initially provide the following:

1. A certified copy of Clarica Life Reinsurance Company's new state certificate of authority.

2. Clarica Life Reinsurance Company must continue to comply with Michigan's deposit requirements under MCL 500.411. Will a new deposit be established in Missouri to meet this requirement, with Michigan's to be released after the establishment of the Missouri deposit?

3. Address the extent to which operations, management or officers or directors will change or remain the same. Provide biographical affidavits for any proposed new officers or directors

4. Draft copies of the amended and restated articles to be filed in Missouri.

5. What is the targeted effective date of the redomestication?

Ultimately, we will also need the following:

1. Copy of the approval of the redomestication by Missouri..

2. Certified copy of the amended and restated articles of incorporation, as approved by and filed with the appropriate Indiana authorities.

3. Post redomestication certified copy of Clarica Life Reinsurance Company's certificate of authority as a Missouri insurer.

4. Post redomestication Missouri certificate of deposit.

5. Clarification of the new (statutory) home office and/or mailing address.

6. Current Michigan certificate of authority of Clarica Life Reinsurance Company dated June 19, 2000, to be amended to reflect the new domicile.

Your prompt submission of the initial documents listed above will permit us to conduct our review, and recommend approval to the Commissioner, if warranted. A Commissioner's Order of Approval would then be issued contingent upon Missouri's approval, and submission of final documents.

If you have any questions, please call me directly at 517-335-2062.

Sincerely,

Sue A. Houseman

Sue A. Houseman
Application Coordinator
Enterprise Monitoring & Insurance Examination

Certificate of Authority

Missouri Department of Insurance

It is Hereby Certified, That **Certified Copy**

GENERALI USA LIFE REASSURANCE COMPANY
A MISSOURI CORPORATION

has complied with the requirements of the Insurance Laws of this State, and is hereby authorized subject to the provisions thereof and of the Charter powers of said company, to do the insurance or other business listed below:

Life, Annuities and Endowments (§376.010, RSMo)
Accident and Health (§373.010, RSMo)

in the State of Missouri. This Certificate is a continuous authority and shall not be re-executed annually. This Certificate shall be extended each July First upon application for renewal by the company and upon payment of the statutory fees and taxes, and shall remain in full force and effect unless refused, suspended, or revoked by the Director.

I, Scott B. Lakin, Director of the Department of Insurance, State of Missouri, do hereby certify that the above and foregoing is a true and correct copy of the Certificate of Authority issues to

GENERALI USA LIFE REASSURANCE COMPANY

Which said original certificate is now on file in this department. To date, this Certificate has not been refused, terminated, suspended, or revoked by the Director.

IN WITNESS WHEREOF, I have hereunto set my hand and caused to be hereto affixed Seal of said Department. Done at my office in the City of Jefferson, this 23rd day of January, 2004

Scott B. Lakin, Director

State of Michigan
Department of Consumer and Industry Services
CERTIFICATION OF ARTICLES OF INCORPORATION OR AMENDMENTS TO ARTICLES OF INCORPORATION

Office of Financial & Insurance Services

P. O. Box 30220
Lansing, MI 48909

I have examined the

Amended and Restated Articles of Incorporation of

CLARICA LIFE REINSURANCE COMPANY

(name change to Generali USA Life Reassurance Company)

and certify that the same is in accordance with the requirements
of the act under which this company is organized.

Linda A. Watters

Linda A. Watters
Commissioner

COMMISSIONER FINANCIAL AND INSURANCE SERVICES

Dated: August 28, 2003

Department of Consumer & Industry Services
Division of Insurance
I certify that this is a true and complete copy of the original document on file in this office.

Marilyn Rzepecki

Date: 1-22-2004

FIS 0103 (05/01) State of Michigan Department of Consumer and Industry Services

CERTIFICATE OF AUTHORITY - DUPLICATE

Office of Financial and Insurance Services

Effective Date: August 28, 2003

THIS IS TO CERTIFY, that

GENERALI USA LIFE REASSURANCE COMPANY
(Michigan stock insurer)
NAIC No. 97071

is authorized in Michigan to transact the business of insurance, as defined in

Chapter 06 - Section 602 - Life & Annuities
Chapter 06 - Section 606 - Disability

of P.A. 218 of 1956 as amended, The Michigan Insurance Code, so long as the insurer continues to conform to the authority granted by this certificate, its corporate articles, the requirements of P.A. 218 of 1956 and all amendments to it and any limitations, conditions or other matters which have been agreed to from time to time between the insurer and the Commissioner.

This Certificate of Authority is granted subject to the laws of the state of Michigan and, as set forth in Sections 405 and 405a of the Michigan Insurance Code (MCL 500.405 and 500.405a), shall be:

AUTOMATICALLY REVOKED 90 DAYS AFTER A CHANGE OF CONTROL WHICH HAS NOT RECEIVED PRIOR APPROVAL OR 90 DAYS AFTER THE INSURER OR AN AFFILIATED INSURER IS MADE SUBJECT TO FORMAL DELINQUENCY PROCEEDINGS UNLESS THE INSURER REQUALIFIES FOR A CERTIFICATE OF AUTHORITY UNDER THE PROVISIONS OF THE MICHIGAN INSURANCE CODE.

COMMISSIONER FINANCIAL AND INSURANCE SERVICES

CERTIFIED COPY January 22, 2004

Marilyn Rzepecki

Division of Insurance, Office of Financial Evaluation

STATE OF MICHIGAN

Attorney General's Department

Lansing, Michigan

I Hereby Certify, That I have examined the

AMENDMENT TO ARTICLES OF INCORPORATION
OF
CLARICA LIFE REINSURANCE COMPANY

and find the same in accordance with the requirements of the statutes of the State of Michigan and not in conflict with the Constitution of this State.

Dated at Lansing, Michigan, this 18th day of August, 2003.

William A. Chenoweth

William A. Chenoweth
Assistant Attorney General

No. 808

FIS 0066 (6/01) Michigan Office of Financial & Insurance Services Division of Insurance

Amendment or Restatement of Michigan Articles of Incorporation PAGE 1 of 2

Fees and attachments must accompany this filing. Please use the checklist and remittance stub on page 2 of this form to complete your filing.

Validation code: 96-11-88 25.00

Name of Corporation
Clarica Life Reinsurance Company

This corporation is organized under the provisions of Public Act 218 of 1956, as amended; Chapter 6

Details about meeting where amendment vote was taken:
Type of meeting *(select one)*: ☒ Annual ☐ Special
Date of meeting: June 24, 2003

City meeting was held in: Kansas City, Missouri

The vote on amendments was:

	In person	*By proxy*	*Total*
Votes *FOR*	5	0	5
Votes *AGAINST*	0	0	0

THE ARTICLES OF INCORPORATION ARE TO BE AMENDED AS FOLLOWS: (attach additional sheets if necessary)
Amending only-List article amended, and state the amendment.
Amending & Restating-List article amended, and state the amendment, then restate articles including amendment.

1) Clarica Life Reinsurance Company is amending its Articles to reflect the change of its name to Generali USA Life Reassurance Company.

DIVISION OF INSURANCE
RECEIVED
JUL 02 2003
LANSING, MICHIGAN

Corporate Certification

We certify that we are the president and secretary of this corporation, transacting business under Michigan Public Act 218 of 1956 as amended. Notice of the intention to amend the articles of incorporation was given to the members or stockholders of this corporation in compliance with §500.5214 of the Michigan Insurance Code. After providing proper notice, a meeting was held and it was resolved by the required vote of stockholders or members to amend or restate the articles of incorporation, details of which are described above.

Signature of the President of the corporation	Date	Signature of the Secretary of the corporation	Date
[signature]	6-30-03	[signature]	6/30/03
President's name typed or printed: Gordon Jardin		Secretary's name typed or printed: David A. Gates	

Our web address is: www.cis.state.mi.us/ofis
Our toll free phone number is: 1-877-999-6442

P.A. 218 of 1956 as amended requires submission of this form by domestic insurance corporations that intend to amend their articles of incorporation. Amendments are not approved until this form is filed with, and approved by, the Commissioner.

DIVISION OF INSURANCE
RECEIVED

JUL 0 3 2003

LANSING, MICHIGAN

GENERALI USA LIFE REASSURANCE COMPANY

ARTICLES OF INCORPORATION AND BY-LAWS

AMENDED AND RESTATED ARTICLES OF INCORPORATION

DIVISION OF INSURANCE
RECEIVED
JUL 0 2 2003
LANSING, MICHIGAN

ARTICLE I

NAME OF CORPORATION

The name of the corporation is:

Generali USA Life Reassurance Company

ARTICLE II

REGISTERED OFFICE

SECTION 1. REGISTERED OFFICE - The Corporation's principal office for the transaction of business shall be in the State of Michigan at the specific address as reported in the most recent annual or quarterly financial statement as filed with the Commissioner of Insurance.

SECTION 2. OTHER OFFICES - The corporation may have other offices, either within or without the State of Michigan, at such place or places as the Board of Directors (the "Board") may from time to time appoint or the business of the corporation may require.

ARTICLE III

CORPORATE PURPOSES

This corporation was originally organized in the State of Delaware under a Certificate of Incorporation dated July 13), 1982, and was redomesticated under the Articles of Redomestication of The Mercantile and General Life Reassurance Company of America, dated November 16, 199' in the State of Michigan on December 29, 1993, as authorized by Chapter 6, Act No. 218 of the Public Acts of 1956, as amended, namely:

(A) To engage in the business of writing and issuing insurance contracts as an insurer to selected insureds for all types of life and health insurance and including the reinsurance of life and health business.

(B) To have all the powers conferred by law on a life and health insurance company organized for the purposes above set forth; and in connection therewith to have all powers conferred by law on all corporations organized and doing business under and by the authority of Chapter 52 of the Michigan Insurance Code.

ARTICLE IV

TERM OF CORPORATION

The term of existence for the corporation shall be perpetual.

ARTICLE V

MEETINGS OF SHAREHOLDERS

Annual meetings of shareholders for the election of directors and for such other business as may be stated in the notice of the meeting, shall be held at such place, either within or without the State of Michigan or the United States of America, on May 30th or at such time and date as the Board, by resolution, shall determine and as set forth in the notice of the meeting.

At each annual meeting the shareholders entitled to vote shall elect a Board and they may transact such other corporate business as shall be stated in the notice of the meeting.

ARTICLE VI

STOCK

The total number of shares of stock which the corporation is authorized to issue is Ten Thousand (I 0,000) and the par value of such shares is One Thousand Dollars ($1 000).

ARTICLE VII

CORPORATE POWERS - DIRECTORS

SECTION 1. NUMBER AND TERM - The business and property of the Corporation shall be conducted and managed by a Board of Directors consisting of not less than four (4) nor more than twelve (12) Directors. The number of Directors shall be increased or decreased within the limits provided, by amendment of the By-Laws, by the affirmative vote of a majority of the directors, or, by the affirmative vote of a majority in the interest of the shareholders, at the annual meeting or at a special meeting called for that purpose, and by like vote the additional directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualify. Directors need not be shareholders.

ARTICLE VIII

CORPORATE POWERS - OFFICERS

The officers of the corporation shall be a President, a Treasurer and a Secretary, all of whom shall be elected by the Board and who shall hold office until their successors are elected and qualified. In addition, the Board may elect a Chairman, one or more Vice Presidents and such Assistant Secretaries and Assistant Treasurers as they may deem proper. None of the officers of the corporation need be directors. The officers shall be elected at the first meeting of the Board after each annual meeting. More than two offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person.

ARTICLE IX

ELIMINATION OF CERTAIN LIABILITY OF DIRECTORS

A director of the corporation shall not be personally liable to the corporation or its shareholders for the monetary damages for breach of fiduciary duty as a director, except for liability:

(i) for any breach of the director's duty of loyalty to the corporation or to shareholders or policyholders;

(ii) for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law;

(iii) for a violation of section 5276 of the Michigan Insurance Code of 1956 as amended;

(iv) for any transaction from which the director derived an improper personal benefit; and

(v) for an act or omission occurring before January 1, 1989.

If the Michigan Insurance Code of 1956 is hereinafter amended to further eliminate or limit the liability of a director, then the director of the corporation (in addition to the circumstances in which director is not personally liable as set forth in the preceding paragraph) shall not be liable to the corporation or its shareholders to the fullest extent permitted by the Michigan Insurance Code of 1956, as so amended. Any repeal or modification of this Article IX by the shareholders of the corporation shall not adversely affect any night or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

(A) Third Party Proceedings. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a director or officer of the .corporation, or is or was serving at the request of the Corporation as a director, officer, partner or trustee of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action suit, or proceeding, if the person acting in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or its policyholders, and the person submits a written claim for indemnification as hereinafter provided, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful and the person submits a written claim for indemnification as hereinafter provided. The termination of an action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contenders or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders or its policyholders, and, with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The right to indemnification conferred in this section shall be a contract right. The corporation may, by action of its Board of Directors, or by action of any person to whom the Board of Directors has delegated such authority, provide indemnification to employees and agents of the corporation with the same scope and effect of the foregoing indemnification of directors and officers.

(B) Derivative Shareholder Liability. The corporation shall indemnify any person who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, partner or trustee of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys' fees, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believes to be in or not opposed to the best interests of the corporation or its shareholders or policyholders and the person submits a written claim for indemnification as hereinafter provided. However, indemnification shall not be made for a particular claim, issue, or matter in which a person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all relevant circumstances, the person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper. The right to indemnification confer-red in this section shall be a contract right. The corporation may, by action of its Board of Directors, or by action of any person to whom the Board of Directors has delegated such authority, provide indemnification to employees and agents of the corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(C) Determination of Indemnification. An indemnification under paragraphs (A) and (B) of this Article, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth above the paragraphs (A) and (B) and upon an evaluation of the reasonableness of the expenses and amounts paid in settlement. This determination and evaluation shall occur within thirty days after a written claim for indemnification has been received by the corporation, and shall be made in any of the following ways:

(i) by a majority vote of a quorum of the board consisting of directors who were not parties to the action, suit, or proceeding;

(ii) if the quorum described in subparagraph (i) is not obtainable, then by a majority vote of the committee of directors who are not parties to the action which shall consist of not less than two disinterested directors;

(iii) by independent legal counsel in a written opinion;

(iv) by the shareholders, but shares held by directors, officers, employees, or agents who are parties or threatened to be made parties to the action, suit, or proceedings may not be voted.

ARTICLE XI

OTHER INDEMNIFICATION

The indemnification or advancement or expenses provided under Article X is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the corporation's articles of incorporation, by-laws, or contractual agreements. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided or in the above paragraphs continues as to a person who ceases to be a director, officer, partner or trustee and shall inure to the benefit of the heirs, executors, and administrators of the person.

ARTICLE XII

AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

STATE OF MISSOURI

SEAL OF THE SECRETARY OF STATE
MISSOURI

Matt Blunt
Secretary of State

I00559432

CERTIFICATE OF CORPORATE RECORDS

GENERALI USA LIFE REASSURANCE COMPANY

I, MATT BLUNT, Secretary of the State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand an imprinted the GREAT SEAL of the State of Missouri, on this, the 23rd day of January, 2004

THE GREAT SEAL OF THE STATE OF MISSOURI
MDCCCXX

Matt Blunt
Secretary of State

File Number: 200402321113
Charter # I00559432
Date Filed: 01/23/2004
Matt Blunt
Secretary of State

APPENDIX 2
Certificate of Restated Articles
(to be executed in triplicate)

We, the undersigned president or vice-president and secretary or assistant secretary on our oaths swear and certify to the truth of the following statements,

(1) Name of the Insurance Company: Generali USA Life Reassurance Company

(2) The Date of the Restatement of Articles by the Shareholders, Members or Other Group of Persons Entitled to Vote on the Restatement: Dec. 2, 2003

(3) The Restated Articles Adopted are Attached to this Certificate.

(4) The Number of Shares, Members or Other Group of Persons Entitled to Vote or, if a Mutual, the Number of the Members Present Either in Person or by Proxy Entitled to Vote: 10,000 Shares

(5) The Number of Shares, Members or Other Group of Persons that Voted for and Against said Restatement Respectively: For 10,000 Against: 0

(President or Vice President)

PLACE CORPORATE SEAL HERE
(If no corporate seal, state "none".)

(Secretary or Assistant Secretary)

State of Missouri

County of Jackson ss

Subscribed and sworn to before me this 16th day of January, 2004.

Gale L Perkins
NOTARY PUBLIC

NOTARIAL SEAL

My commission expires: 12-26-06

Certificate of Amendment of the Director of Insurance
(This certificate may be filled out only by the Director of Insurance)

I certify that I have examined the above Certificate of Restated Articles as executed by the insurance company and find that it conforms to law, that the proceedings were regular, that the condition and the assets of the company justify the restatement, and that the same will not be prejudicial to the interests of the policyholders, all as provided by law.

So Certified, Signed and Official Seal Affixed on this date: January 23, 2004

Director of Insurance
State of Missouri

" NOTARY SEAL "
Gale L. Perkins, Notary Public
Platte County, State of Missouri
My Commission Expires 12/26/2006

State of Missouri
Amend/Restate - Other 5 Page(s)

RESTATEMENT OF
ARTICLES OF INCORPORATION

Pursuant to the Insurance Laws of the State of Missouri, the undersigned Insurance Company certifies the following:

1) The present name of the Corporation is Generali USA Life Reassurance Company.

2) The Corporation was originally organized in the state of Delaware on July 13, 1982, redomesticated to Michigan on November 16, 1993 and then redomesticated to Missouri on December 30, 2003.

3) The Corporation's immediate prior name was Clarica Life Reinsurance Company and the name under which it was originally organized was Mercantile and Generali Life Reassurance Company.

4) The Restated Articles read as follows:

ARTICLE I

The name of the Corporation is Generali USA Life Reassurance Company.

ARTICLE II

The principal office for the transaction of its business shall be 8330 Ward Parkway, Kansas City, Missouri. The executive and administrative office shall be within or without the State of Missouri as designated by its Board of Directors. The registered agent and registered office of the Corporation shall be David Gates at 8330 Ward Parkway, Kansas City, Missouri, 64114.

ARTICLE III

The Corporation is formed for the following purposes:

1) To make insurance upon the lives of individuals, and every assurance pertaining thereto or connected therewith.

2) To grant, purchase and dispose of annuities and endowments of every kind and description whatsoever.

3) To provide an indemnity against death, and for weekly or other periodic indemnity for disability occasioned by accident or sickness to the person of the insured.

4) To do all other things and engage in such other businesses as may be permitted a corporation of this kind by law.

In order to carry out the purposes for which it is organized, the Corporation shall have all rights and powers which are incident thereto and necessary or convenient and not inconsistent with nor prohibited by the provisions of law applicable to a corporation of this kind.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is ten thousand (10,000) shares of common stock of a par value of One Thousand Dollars ($1,000) cash, all of which have been purchased and have been issued for a total of Ten Million Dollars ($10,000,000) which consists of total common capital stock of $10,000,000 and gross paid in and contributed surplus of $301,947,725 as of May 1, 2003.

Each share of stock shall be entitled to one vote.

ARTICLE V

The corporate powers of this Corporation shall be vested in a Board of Directors through such officers, committees and agents as they may from time to time designate and empower. The number of directors shall be nine unless changed by resolution of the shareholders at any annual meeting; provided that the number of directors shall not be less than nine nor more than twenty-one.

The Board of Directors shall have power to make, amend or repeal such resolutions as may be necessary for the management, regulation, and transaction of the business of the Corporation, not inconsistent with these Articles, or the laws of the State of Missouri, or the Bylaws of the Corporation. Vacancies in the Board of Directors may be filled by the Board.

ARTICLE VI

The officers of the Corporation shall be a President, a Treasurer and a Secretary, all of whom shall be elected by the Board and who shall hold office until their successors are elected and qualified. In addition, the Board may elect a Chairman, one or more Vice Presidents and such Assistant Secretaries and Assistant Treasurers as they may deem proper. None of the officers of the Corporation need be Directors. The officers shall be elected at the first meeting of the Board after each annual meeting. More than two offices may be held by the same person, except that the officers of the President and Secretary may not be held by the same person.

ARTICLE VII

The duration of the Corporation is perpetual.

ARTICLE VIII

These Articles of Incorporation may be amended at any regular or special meeting of the Shareholders as provided by the Statutes of the State of Missouri.

ARTICLE IX

Each person who is or was a director or officer of the Corporation, including the heirs, executors, administrators, or estate of such person, shall be indemnified by the Corporation to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost, and expenses, including attorney fees, incurred as a result of any claim arising in connection with such person's conduct in his or her capacity, or in connection with the his or her status, as a director or officer of the Corporation. The indemnification provided by this provision shall not be exclusive of any other rights to which he may be entitled under any bylaws or agreement, vote of disinterested directors or otherwise, and shall not limit in any way any right that the Corporation may have to make different or further indemnification with respect to the same or different person or classes of persons.

IN WITNESS WHEREOF, the undersigned David A. Gates, Senior VP – General Counsel & Secretary has executed this instrument and its Assistant Secretary, Mike Lynch has affixed the corporate seal hereto and attested said seal on January 16, 2004.

Place Corporate Seal
Here (If no seal, state "NONE")

Generali USA Life Reassurance Company
Name of Corporation

ATTEST:

By: [signature]
Vice President

[signature]
Assistant Secretary

STATE OF MISSOURI)
) SS
COUNTY OF JACKSON)

I, Gale L. Perkins, A Notary Public, do hereby certify that on January 16, 2004, personally appeared before me David Gates and Mike Lynch who, being by me duly sworn, declared that respectively he is the Senior Vice President – General Counsel & Secretary and VP - Treasurer & Controller; Assistant Secretary of Generali USA Life Reassurance Company and that he signed the foregoing documents as, respectively, a Vice President and Assistant Secretary of the corporation, and that the statements therein contained are true.

[signature]
Notary Public

My commission expires: December 26, 2006
My County of Commission: Platte

" NOTARY SEAL "
Gale L. Perkins, Notary Public
Platte County, State of Missouri
My Commission Expires 12/26/2006

State of Missouri

Matt Blunt
Secretary of State

RESTATED ARTICLES OF INCORPORATION

WHEREAS,

Generali USA Life Reassurance Company
I00559432

a corporation organized under the General and Business Corporation Law has filed in the Office of the Secretary of State duplicate originals of Restated Articles of Incorporation and has, in all respects, complied with the requirements of the General and Business Corporation Law governing Restated Articles of Incorporation, and that said Restated Articles supercede the original Articles of Incorporation and all amendments thereto.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 23rd day of January, 2004.

Matt Blunt

Secretary of State