

P00736



PACIFIC LIFE

CATHLEEN FAYE MILLER
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LAW DEPARTMENT
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July 28, 1999

Florida Department of State
Amendment Section
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

400002945484--6
-07/29/99-01078-005
*****52.50 *****52.50

RE: **Pacific Life & Annuity Company**
formerly known as PM Group Life Insurance Company

PM Group Life Insurance Company, an Arizona corporation, has been in good standing in Florida since 1984. The name of this company is changing to Pacific Life & Annuity Company

I am attaching your form, Application to File Amended to Application for Authorization to Transact business in Florida. Also enclosed is a certificate copy of the Articles of Amendment and the Certificate of Authority issued by the Arizona Department of Insurance which shows the name change.

I have also attached our check for \$52.50 file the filing fee and certified copies.

Thank you for your cooperation

1 CUS 1 cert copy

Sincerely,

Cathleen Miller
Senior Paralegal

FILED
99 SEP 29 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NIC
Amend
S

S. PAYNE SEP 29 1999

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.)

SECTION I
(1-3 MUST BE COMPLETED)

1. PM GROUP LIFE INSURANCE COMPANY
Name of corporation as it appears on the records of the Department of State.
2. ARIZONA 3. 1/27/84
Incorporated under laws of 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? 1/4/99
5. PACIFIC LIFE & ANNUITY 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.
6. If the amendment changes the period of duration, indicate new period of duration.
perpetual
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
n/a
New Jurisdiction

FILED
99 SEP 29 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

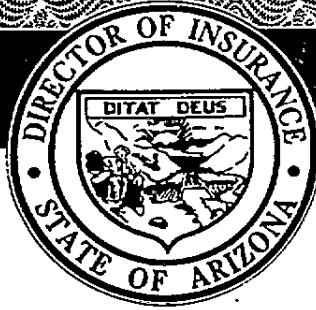
Audrey L. Milfs
Signature

9/16/99
Date

AUDREY L. MILFS
Typed or printed name

CORPORATE SECRETARY
Title

STATE OF



ARIZONA

DEPARTMENT OF INSURANCE
CERTIFICATE OF AUTHORITY

I, **CHARLES R. COHEN**, Director of Insurance of the State of Arizona, hereby certify that

PACIFIC LIFE & ANNUITY COMPANY
Domiciled in Arizona
NAIC NO. 97268

is hereby authorized, subject to the provisions thereof and the Charter Powers of said Company, to transact the business of:

**DISABILITY
LIFE
VARIABLE ANNUITIES
VARIABLE LIFE**

insurance within the State of Arizona until terminated at the request of the insurer or suspended or revoked by the Director of Insurance.

Arizona Revised Statute § 20-217 (C) states:

A Certificate of Authority remains the property of the State of Arizona. Upon termination at the request of the insurer or revocation by the Director of Insurance, the insurer shall immediately deliver the Certificate of Authority to the Director of Insurance.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Director of Insurance at the City of Phoenix. The effective date of this Certificate is January 1, 1999.



Charles R. Cohen
Charles R. Cohen
Director of Insurance

E146 (01/97)

THIS INSTRUMENT IS A FULL, TRUE AND CORRECT COPY OF
THE ORIGINAL ON FILE WITH THE DEPARTMENT OF INSURANCE
OF THE STATE OF ARIZONA AS OF June 2, 1999
AND CONSISTS OF 1 PAGES

FOR THE DIRECTOR OF INSURANCE
Dee McElh
AUTHORIZED REPRESENTATIVE

001192

990902

EXPEDITED
AZ CORP COMMISSION
FILED

EXPEDITED
AZ CORP COMMISSION
FILED

AMENDED & RESTATED ARTICLES
OF INCORPORATION FOR
PM GROUP LIFE INSURANCE COMPANY

JAN 4 2 58 PM '99

APPR M. Baines
DATE APR 1-4-99
TERM _____
DATE _____

0209536-9

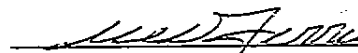
William L Ferris and Audrey L. Milfs certify that:

1. They are the President and Chief Executive Officer, and Secretary, respectively, of PM Group Life Insurance Company, an Arizona corporation.
2. Article I of the restated articles of incorporation of this corporation is amended to read as follows: "the name of this Corporation shall be

PACIFIC LIFE & ANNUITY COMPANY."
3. The foregoing amendment of the Amended and Restated Articles of Redomestication was duly approved by the board of directors on November 1, 1998.
4. The foregoing amendment of the restated articles of incorporation has been duly approved by the required vote of shareholders in accordance with Section 10-1006 of the Arizona Revised Statutes. The total number of outstanding shares of the corporation is 2,900,000. The total number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of Arizona that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: January 4, 1999


William L. Ferris
President & Chief Executive Officer


Audrey L. Milfs
Secretary



STATE OF ARIZONA

CORPORATION COMMISSION

I hereby certify this to be a true
and complete copy of the document filed
in this office and admitted to record in
File No. 0209536-9

Shirley R. Brinkley
Executive Secretary

Dated: 7-4-99 By Mary Baines