

P01957

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ MAIL

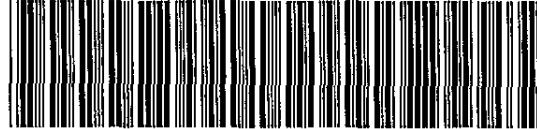
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Name Change Amend

04/06/04 -01000--023 **35.00

STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

04 APR -6 PM 2:15

RECEIVED

STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

04 APR -6 PM 4:17

FILED

CT CORPORATION

April 6, 2004

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 6072976 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Hartford Life Group Insurance Company (IL)
Evidence of Amendment
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Brigham Weir
Fulfillment Specialist
Brigham_Weir@cch-lis.com

*If there are any
problems please contact me
immediately. Thank You.*

*Brigham
CT Corp*

650 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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)

P01957

(Document number of corporation (if known))

1. CNA Group Life Assurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Illinois

(Incorporated under laws of)

3. May 9, 1984

(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? December 31, 2003

5. Hartford Life Group Insurance 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.

(New jurisdiction)

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

Thomas M. Marra

(Typed or printed name of person signing)

February 24, 2004

(Date)

Pres., CEO & Chairman of Board

(Title of person signing)

STATE OF ILLINOIS

DEPARTMENT OF INSURANCE



WHEREAS, the **Hartford Life Group Insurance Company** located at **Chicago** in the State of **ILLINOIS** was incorporated pursuant to the provisions of the "**Illinois Insurance Code**" applicable to said Company:

NOW, THEREFORE, I, the undersigned, Director of Insurance of the State of Illinois, do hereby certify that the said Company is authorized to transact its appropriate business as set forth under Clause(s) (a) **Life** and (b) **Accident & Health of Class 1** of Section 4 of the "**Illinois Insurance Code**" in this State, in accordance with the laws thereof.



IN TESTIMONY WHEREOF, I hereto set my hand and cause to be affixed the Seal of my office. Done at the City of Springfield, this 24th day of February, 2004.

Deirdre K. Manna
Deirdre K. Manna
Acting Director



STATE OF ILLINOIS
DEPARTMENT OF INSURANCE
320 WEST WASHINGTON STREET
SPRINGFIELD, ILLINOIS 62767



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed the Seal of my office in Springfield, Illinois.

Date: 3-3-04

Deirdra K. Manna
Acting Director of Insurance

AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
CNA GROUP LIFE ASSURANCE COMPANY

CNA Group Life Assurance Company, an Illinois stock insurance company (the "Company"), does hereby execute this Amendment and Restatement of its Articles of Incorporation pursuant to the applicable provisions of the Illinois Insurance Code.

ARTICLE I.

The name of the company shall be Hartford Life Group Insurance Company (the "Company").

ARTICLE II.

The principal office address of the Company shall be located at 2 North LaSalle Street, Suite 2500, Chicago, Illinois 60602-3702.

ARTICLE III.

The duration of the Company shall be perpetual.

ARTICLE IV.

1. The Company shall be authorized and empowered to transact life insurance as defined in Section 4, Class 1 of the Illinois Insurance Code as follows:

Class 1. Life, Accident and Health.

(a) Life. Insurance on the lives of persons and every insurance appertaining thereto or connected therewith and granting, purchasing or disposing of annuities. Policies of life or endowment insurance or annuity contracts or contracts supplemental thereto which contain provisions for additional benefits in case of death by accidental means and provisions operating to safeguard such policies or contracts against lapse, to give a special surrender value, or special benefit, or an annuity, in the event, that the insured or annuitant shall become totally and permanently disabled as defined by the policy or contract, or which contain benefits providing acceleration of life or endowment or annuity benefits in advance of the time they would otherwise be payable, as an indemnity for long term care which is certified or ordered by a physician, including but not limited to, professional nursing care, medical care expenses, custodial nursing care,

non-nursing custodial care provided in a nursing home or at a residence of the insured, or which contain benefits providing acceleration of life or endowment or annuity benefits in advance of the time they would otherwise be payable, at any time during the insured's lifetime, as an indemnity for a terminal illness shall be deemed to be policies of life or endowment insurance or annuity contracts within the intent of this clause.

Also to be deemed as policies of life or endowment insurance or annuity contracts within the intent of this clause shall be those policies or riders that provide for the payment of up to 75% of the face amount of benefits in advance of the time they would otherwise be payable upon a diagnosis by a physician licensed to practice medicine in all of its branches that the insured has incurred a covered condition listed in the policy or rider.

"Covered condition," as used in this clause, means: heart attack, stroke, coronary artery surgery, life threatening cancer, renal failure, alzheimer's disease, paraplegia, major organ transplantation, total and permanent disability, and any other medical condition that the Department may approve for any particular filing.

(b) Accident and health. Insurance against bodily injury, disablement or death by accident and against disablement resulting from sickness or old age and every insurance appertaining thereto, including stop-loss insurance. Stop-loss insurance is insurance against the risk of economic loss issued to a single employer self-funded employee disability benefit plan or an employee welfare benefit plan as described in 29 U.S.C. 1002 et seq.

ARTICLE V.

1. The business of the Company shall be managed by a Board of Directors composed of such number of natural persons, not less than three nor more than twenty-one, as may be fixed from time to time by the directors or the shareholders of the Company. Such persons shall be a least twenty-one years of age, and at least three members of the Board of Directors shall be residents and citizens of the State of Illinois.

2. The full Board of Directors shall be elected annually by the shareholders at a duly held meeting. Any vacancy in the Board of Directors may be filled by election at a special meeting of the shareholders called for that purpose. All directors elected by the shareholders shall hold office until the annual meeting of the shareholders next succeeding their election and until their successors are elected and qualified.

3. In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said shares, and give one candidate as many votes as the number of directors multiplied by the number of his shares equal, or to distribute them on the same principle among as many candidates as he shall think fit.

4. The Board of Directors shall have the sole power to make, alter, amend or repeal bylaws for the government and regulation of the Company's affairs.

ARTICLE VI.

The authorized capital of the Company shall be \$100,000,000; the number of authorized common shares shall be 100,000,000; the par value of each common share shall be \$1.00; and the number of common shares issued at the effective date of these Articles is 3,000,000.

ARTICLE VII.

The Company shall have all of the rights, privileges, immunities and powers accorded it by the law under which it is incorporated, including the capacity

1. To sue and be sued, complain and defend in its corporate name;
2. To have a corporate seal which may be altered at pleasure and to use the same by causing it or a facsimile thereof to be impressed or affixed, or in any other manner reproduced;
3. To acquire, own, hold, lease, mortgage, pledge, convey, sell, exchange or otherwise dispose of property, real and personal, tangible and intangible, whether located within or without the borders of this State;
4. To borrow money and to issue its notes or debentures to evidence such borrowings;
5. To conduct its business and to carry on its operations in this State and elsewhere, and to have one or more offices outside as well as within this State;
6. To appoint such officers, agents and employees as the business of the Company may require and to define their duties and fix their compensation;
7. To merge or consolidate with any corporation, and to reorganize or reincorporate in such manner as may be permitted by law;
8. To cease doing business, to dissolve and to surrender its corporate franchise and authority as provided by law;
9. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Company is formed.

ARTICLE VIII

Except as provided above in the case of elections for directors, each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

A shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent, or proxy as the bylaws of such corporation may prescribe, or, in the absence of such provision, as the Board of Directors of such corporation may determine.

Shares standing in the name of a deceased person may be voted by his administrator or executor, either in person or by proxy. Shares standing in the name of a guardian, conservator, or trustee may be voted by such fiduciary, either in person or by proxy, but no guardian, conservator, or trustee shall be entitled, as such fiduciary, to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee and thereafter the pledgee shall be entitled to vote the shares so transferred.

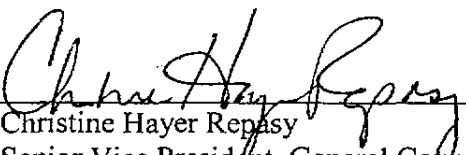
For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may provide that the stock transfer book shall be closed for a stated period but not to exceed, in any case, forty days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than forty days and, in case of a meeting of shareholders, not less than ten days prior to the date of which the particular action, requiring such determination of shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders.

IN WITNESS WHEREOF, CNA Group Life Assurance Company has caused this Amendment and Restatement of its Articles of Incorporation to be executed in duplicate by its duly authorized officers, and has affixed the corporate seal, this 31st day of December, 2003.

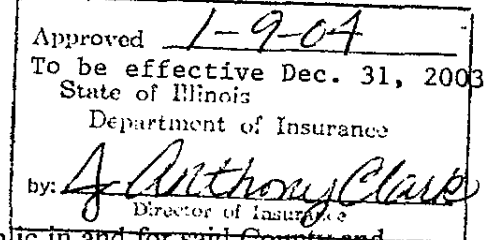
CNA GROUP LIFE ASSURANCE COMPANY

By: 
Name: Craig R. Raymond
Title: Senior Vice President & Chief Actuary

[CORPORATE SEAL]


By: 
Name: Christine Hayer Repasy
Title: Senior Vice President, General Counsel
and Corporate Secretary

State of Connecticut:
County of Hartford:



On this the 31st day of December, 2003, before me, a Notary Public in and for said County and State, personally appeared Craig R. Raymond, a Senior Vice President and Chief Actuary of CNA Group Life Assurance Company, an Illinois insurance company, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same in the capacity therein stated and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand.

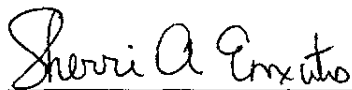

Sherri A. Enxuto
Notary Public
My Commission Expires: August 31, 2006

State of Connecticut:
County of Hartford:

On this the 31st day of December, 2003, before me, a Notary Public in and for said County and State, personally appeared Christine Hayer Repasy, the Senior Vice President, General Counsel and Corporate Secretary of CNA Group Life Assurance Company, an Illinois insurance company, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and

acknowledged that she executed the same in the capacity therein stated and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand.

A handwritten signature in cursive script, reading "Sherri A. Enxuto", written over a horizontal line.

Sherri A. Enxuto

Notary Public

My Commission Expires: August 31, 2006