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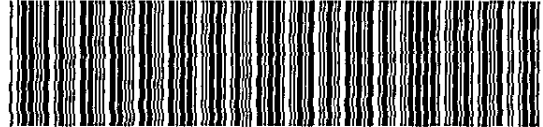
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/27/04
NLC
Amend
ef



**FIRST CONSULTING
& Administration, Inc.**

Experts in Insurance Regulation Since 1969

October 14, 2004

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

RE: Name Change for The Equitable of Colorado, Inc. to AXA Life and Annuity Company
Our File # 3866

Dear Sir or Madam:

Effective September 7, 2004, The Equitable of Colorado, Inc. will change its name to AXA Life and Annuity Company.

In addition to the executed Amendment Application, I am enclosing the following:

1. Two certified copies of Amendment to Certificate of Incorporation.
2. Check in the amount of \$52.50 for the required fee.

I have also enclosed an authorization letter concerning the name change. During the name change process, should you require anything further to update and complete your records concerning the name change, please forward the correspondence and/or forms to:

First Consulting & Administration, Inc.
1020 Central, Suite 201
Kansas City, MO 64105-1670
Attn: Scott Sheffer, ext. 2742
Telephone (816) 391-2742, (800) 927-2730
Fax: (816) 391-2755
Email: scott.sheffer@firstconsulting.com

Thank you in advance for your help in this matter.

Sincerely,

FIRST CONSULTING & ADMINISTRATION, INC.

Scott Sheffer
Associate Consultant
Writer's Extension: 2742
E-mail: scott.sheffer@firstconsulting.com



EQUITABLE

Member of the Global  Group

Paul R. Boucher
Vice President
(212) 314-3946
Fax: (212) 707-1852
paul.boucher@axacs.com
LAW DEPARTMENT

July 31, 2002


To: The Insurance Commissioner

AUTHORIZATION

This letter or a copy thereof, will authorize the consulting firm of First Consulting & Administration, Inc., located in Kansas City, Missouri, to represent The Equitable of Colorado, Inc. ("EOC") in matters before the Insurance Department in connection with the name change of EOC to AXA Equitable Life and Annuity Company.

This authorization shall be valid until revoked by us.

THE EQUITABLE OF COLORADO, INC.

By: 
Paul R. Boucher
Vice President

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)

(Document number of corporation (if known))

1. The Equitable of Colorado, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Colorado 3. August 16, 1984
(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? To be effective 9/1/04
5. AXA Life and 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.
N/A
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Paul Boucher
(Typed or printed name)

7/29/2004
(Date)

Vice President
(Title)

04 OCT 18 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Document Processing Fee

If document is on paper: \$25.00

If document is filed electronically: \$.99

Fees are subject to change.

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copies of filed documents visit

www.sos.state.co.us

Deliver paper documents to:

Colorado Secretary of State

Business Division

1560 Broadway, Suite 200

Denver, CO 80202-5169

Paper documents must be typed or machine printed.

20041302395 C

\$ 75.00

SECRETARY OF STATE

09-01-2004 15:39:40

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Articles of Amendment

filed pursuant to §7-90-301, et seq. and §7-110-106 of the Colorado Revised Statutes (C.R.S.)

ID number: 19871553857

1 Entity name:

The Equitable of Colorado, Inc.

*(If changing the name of the corporation, indicate name
BEFORE the name change)*

2. New Entity name:
(if applicable)

AXA Life and Annuity Company

3. Use of Restricted Words *(if any of these
terms are contained in an entity name, true
name of an entity, trade name or trademark
stated in this document, make the applicable
selection):*

- ☐ "bank" or "trust" or any derivative thereof
☐ "credit union" ☐ "savings and loan"
☐ "insurance", "casualty", "mutual", or "surety"

4. Other amendments, if any, are attached.

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment
states the provisions for implementing the amendment.

6. If the corporation's period of duration
as amended is less than perpetual, state
the date on which the period of duration
expires:

(mm/dd/yyyy)

OR

If the corporation's period of duration as amended is perpetual, mark this box: ☐

7. (Optional) Delayed effective date: September 7, 2004
(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or
acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the
individual's act and deed, or that the individual in good faith believes the document is the act and deed of the
person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity
with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic

Rev. 6/14/2004
1 of 2

statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Boucher	Paul	Mr.
(Last)	(First)	(Middle)
1290 Avenue of Americas		
(Street name and number or Post Office information)		
Area 12-c		
New York	NY	10104
(City)	(State)	(Postal/Zip Code)
(Province - if applicable)	(Country - if not US)	

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

STATE OF COLORADO

DEPARTMENT OF REGULATORY AGENCIES

DIVISION OF INSURANCE

Doug Dean

Commissioner of Insurance

1560 Broadway, Suite 850

Denver, CO 80202

PAUL R. BOUCHER
VICE PRESIDENT



AUG 13 2004

Bill Owens
Governor

August 5, 2004

Referred to

Boeber Fischer
Y. attached must be
filed with
Co Sec. of State
to make
Paul

Paul R. Boucher
Vice President
Equitable Life Assurance Society
1290 Avenue of the Americas
New York NY 10104

RE: Name Change of The Equitable of Colorado, Inc. to
AXA Life and Annuity Company

Dear Mr. Boucher:

Please find enclosed the amended articles changing the name of The Equitable of Colorado, Inc. to AXA Life and Annuity Company effective September 7, 2004 which are ready for filing with the Colorado Secretary of State. After this filing has been done please provide the following additional items:

- Return the original Certificate of Authority previously issued to The Equitable of Colorado, Inc.
- Provide a copy of the amended articles certified by the Colorado Secretary of State.
- Submit the UCAA application Form 2C reflecting the Company's new name.

Upon receipt of the above items and on the September 7, 2004 effective date this Division will issue a Certificate of Authority in the name of AXA Life and Annuity Company.

If you have any questions or if I can be of additional assistance please do not hesitate to contact me at 303-894-7475 or by email at deborah.hulstrom@dora.state.co.us.

Sincerely,

Debbie Hulstrom
Financial/Credit Examiner

"The Mission of the Division of Insurance is Consumer Protection"

General Number: (303) 894-7499 / Consumer Complaints: (303) 894-7490 / Toll Free 1-800-930-3745 / FAX: (303) 894-7455
Producer Licensing/Promissor: 1-800-275-8247 / V/TDD For the Deaf of Hearing Impaired: (303) 894-7880
<http://www.dora.state.co.us/insurance>

APPROVED FOR FILING
INSURANCE DIVISION

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE EQUITABLE OF COLORADO, INC.

DATE

8/4/04

BY

Pursuant to the provisions of the Colorado Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is The Equitable of Colorado, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted on December 20, 2002, as prescribed by the Colorado Business Corporation Act, in the manner marked with an X below:

☐ No shares have been issued or Directors Elected – Action by Incorporators

☐ No shares have been issued but Directors Elected – Action by Directors

☐ Such amendment was adopted by the board of directors where shares have been issued and shareholder action was not required.

☒ Such amendment was adopted by a vote of the shareholders. The number of shares voted for the amendment was sufficient for approval.

“RESOLVED, That the name of the Corporation be changed to AXA Life and Annuity Company;

THIRD: If changing corporate name, the new name of the corporation is:

Paragraph 1 of the Corporation's Articles of Incorporation is amended as follows:
The name of the corporation is AXA Life and Annuity Company.

FOURTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: Not Applicable.

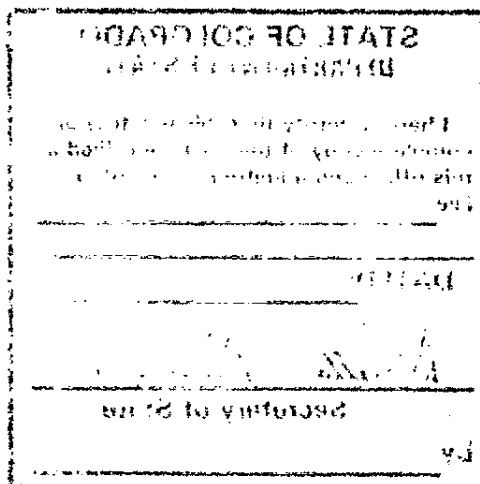
If this amendment is to have a delayed effective date, please list that date:
Effective September 7, 2004.

IN WITNESS WHEREOF, THE EQUITABLE OF COLORADO, INC., the corporation hereinbefore mentioned and described, has caused this Articles of Amendment to be signed in its name by its Assistant Secretary, this 2nd day of August, 2004 and the statements contained therein are affirmed as true under penalties of perjury pursuant to Section 7-101-201(9) of the Colorado Business Corporation Act.

THE EQUITABLE OF COLORADO, INC.

By: Linda J. Galasso
Linda J. Galasso
Assistant Secretary

180648





**STATE OF COLORADO
DEPARTMENT OF STATE**

I hereby certify that this is a true and
complete copy of the document filed in
this office and admitted to record in

File 2004/302395

DATED 9/1/04

Donetta Davidson

Secretary of State

By S. Schanber