

10/15/88



**FIRST CONSULTING**  
*& Administration, Inc.*

October 8, 2008

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

RE: AXA Life and Annuity Company  
(Proposed name change to AXA Equitable Life and Annuity Company)  
NAIC # 62880 FEIN # 13-5570651  
Our File Number: 4984

Dear Sir or Madam:

Effective September 22, 2008, AXA Life and Annuity Company changed its name to AXA Equitable Life and Annuity Company.

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

1. Certified copy 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](mailto: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](mailto:scott.sheffer@firstconsulting.com)



July 2, 2008

To: The Insurance Commissioner

**AUTHORIZATION**

This letter, or a copy thereof, will authorize the consulting firm of First Consulting & Administration, Inc. of Kansas City, Missouri, to represent AXA Life and Annuity Company in matters before the Insurance Department.

This authorization shall be valid until revoked by us.

AXA Life and Annuity Company

A handwritten signature in cursive script, reading "Rosa Iturbides".

Rosa Iturbides  
Vice President

AXA Equitable Life Insurance Company  
1290 Avenue Of The Americas, New York, NY 10104

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Be Life Confident

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** AXA Equitable Life and Annuity Company  
(Name of Corporation)

**DOCUMENT NUMBER:** P03070

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Scott Sheffer

(Name of Contact Person)

First Consulting & Administration, Inc.

(Firm/Company)

1020 Central, Suite 201

(Address)

Kansas City, MO 64105-1670

(City/State and Zip Code)

For further information concerning this matter, please call:

Scott Sheffer

(Name of Contact Person)

at ( 316 )

391-2742

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &  
Certificate of Status

☐

\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒

\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**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)**

P03070

(Document number of corporation (if known))

1. AXA Life and Annuity Company

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

2. Colorado

(Incorporated under laws of)

3. August 16, 1984

(Date authorized to do business in Florida)

FILED  
2008 OCT -9 AM 11:53  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**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? September 22, 2008

5. AXA Equitable 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)

(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.

N/A

(New duration)

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

N/A

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Denise Tedeschi

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

Denise Tedeschi

(Typed or printed name of person signing)

Assistant Vice President

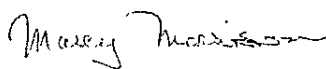
(Title of person signing)

## CERTIFICATE OF AUTHORIZATION

**State of Colorado**  
**Office of Commissioner**

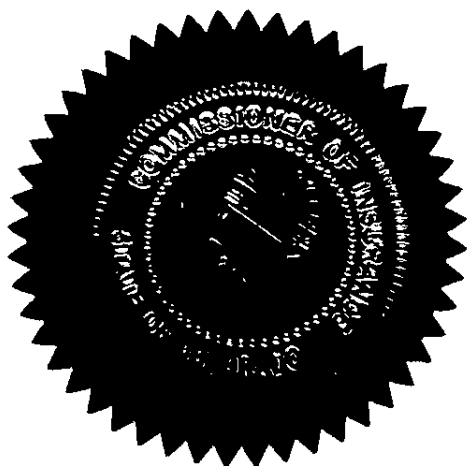
I, **Marcy Morrison**, hereby certify that I am the **Insurance Commissioner** of the State of Colorado and have supervision of insurance business in said State and as such I hereby certify that **AXA Equitable Life and Annuity Company (CO)** is duly organized under the laws of said State and is authorized to transact the business of **Accident and Health, Annuity, Credit (Life, Accident & Health) General Life and Variable Contracts\*\*** insurance in this State.

IN TESTIMONY WHEREOF, I have hereunto set my hand at Denver, Colorado this 22nd day of September, A.D. 2008



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**Marcy Morrison**  
**Commissioner of Insurance**



**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
AXA LIFE AND ANNUITY COMPANY**

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 AXA Life and Annuity Company.

SECOND: The following amendment to the Articles of Incorporation was adopted on March 31, 2008, 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.
- X 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 Equitable Life and Annuity Company.”

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

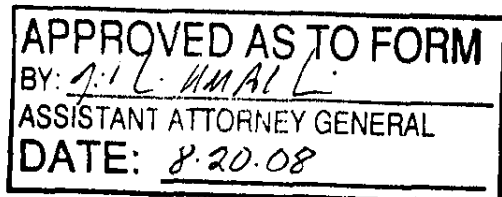
Paragraph 1 of the Corporation's Articles of Incorporation is amended as follows:  
The name of the corporation is AXA Equitable Life and Annuity Company.

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:

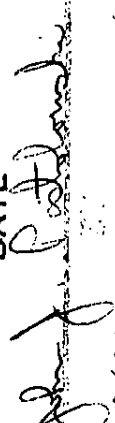
The effective date of the name change is September 22, 2008.

IN WITNESS WHEREOF, AXA LIFE AND ANNUITY COMPANY, the corporation hereinbefore mentioned and described, has caused this Articles of Amendment to be signed in its name by its Secretary, this 29<sup>th</sup> day of July, 2008 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.



AXA LIFE AND ANNUITY COMPANY

By:   
Karen Field Hazin  
Secretary

RECEIVED FOR THE  
INSURANCE DIVISION  
8/21/2008  
DATE  
  
NAME