

P06/32

GERLING GLOBAL
LIFE REINSURANCE COMPANY

June 26, 1997

THOMAS L. EVANS, C.M.A.
VICE-PRESIDENT, FINANCE & TREASURER

Ms. Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
USA

By Courier

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -2 PM 1:36

Dear Ms. Lewis:

Further to your letter of December 12, 1996 (copy attached), I am enclosing a completed Profit Corporation Form, along with a check.

We are also requesting a Certificate of Good Standing once the file has been processed. The \$8.50 is included in the check amount.

Gerling Global Life Reinsurance has redomiciled to the State of California. Enclosed is a certified copy of the restated Articles of Incorporation.

If you require any further information, please let me know.

900002231129--5
-07/07/97--01079--023
*****43.50 *****43.50

Yours truly,

T. Evans /dj

/dj
Encl.

Change of
Name +
Jurisdiction
sf 7/2/97



GERLING GLOBAL
LIFE REINSURANCE COMPANY

BY FEDERAL EXPRESS

THOMAS L. EVANS, C.M.A.
VICE-PRESIDENT, FINANCE & TREASURER

June 27, 1997

Division of Corporations
Annual Report Section
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir:

**Re: Gerling Global Life Reinsurance Company-GGLRe
(formerly Consumer Benefit Life Insurance Company-CBL)
Corporation Annual Report 1997 - Ref. Number P.06132**

Thank you for your letter of June 6 regarding the filing of the Annual Report. This is to advise you that on October 11, 1996 CBL changed its name to Gerling Global Life Reinsurance Company and on November 4, 1996, the Tennessee Department of Commerce and Insurance issued a new Certificate of Authority reflecting the new name.

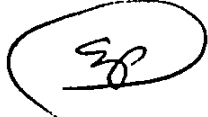
We are enclosing for your information a copy of the Certified Articles of Redomestication and Restated Articles of Incorporation and a copy of the new Certificate of Authority. Please accept these documents as the requested filing of our Articles of Amendment pursuant to the provisions of section 607.1006, Florida Statutes. Also enclosed are copies of the letters sent to Florida Department of Insurance dated November 20, 1996 & February 3, 1997.

Attached is the Corporation Annual Report 1997 and a check for \$35.00 for the amendment filing fee.

If there are any questions, please do not hesitate to contact the undersigned.

Yours truly,


tpc
Encl.

*Returned check
for \$35.00/7/3/97*




FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

December 12, 1996

T. L. EVANS
GERLING GLOBAL LIFE REINSURANCE COMPANY
480 UNIVERSITY AVENUE
TORONTO, ONTARIO CAN. M5G1VG,

SUBJECT: CONSUMER BENEFIT LIFE INSURANCE COMPANY
Ref. Number: P06132

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

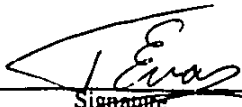
Letter Number: 596A00055539

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. Consumer Benefit Life Insurance Company
Name of corporation as it appears on the records of the Department of State.
2. Tennessee 3. May 21, 1985
Incorporated under laws of Date authorized to do business in Florida
- FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 JUL -2 PM 1:36

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? November 4, 1996
5. Gerling Global Life Reinsurance 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.
- California
New Jurisdiction
- 
Signature
- June 25, 1997
Date
- Thomas L. Evans
Typed or printed name
- Vice President - Finance & Treasurer
Title

STATE OF TENNESSEE



NASHVILLE

I, DOUGLAS M. SIZEMORE, THE COMMISSIONER OF
COMMERCE AND INSURANCE OF THE STATE OF TENNESSE, DO
HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF CERTIFICATE OF AUTHORITY, EFFECTIVE
NOVEMBER 4, 1996 UNTIL SUSPENDED OR REVOKED FOR
GERLING GLOBAL LIFE REINSURANCE COMPANY , NASHVILLE,
TENNESSEE AS FILED IN THIS OFFICE.

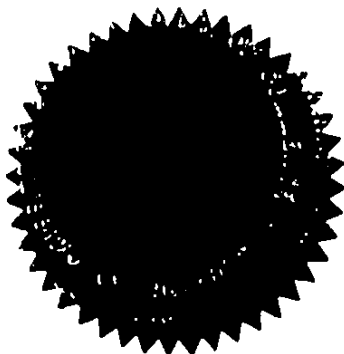
Given under my hand and seal of office
this 7TH day of FEBRUARY, 1997

DOUGLAS M. SIZEMORE
The Commissioner of Commerce and Insurance

BY

Sharon K. Roberson

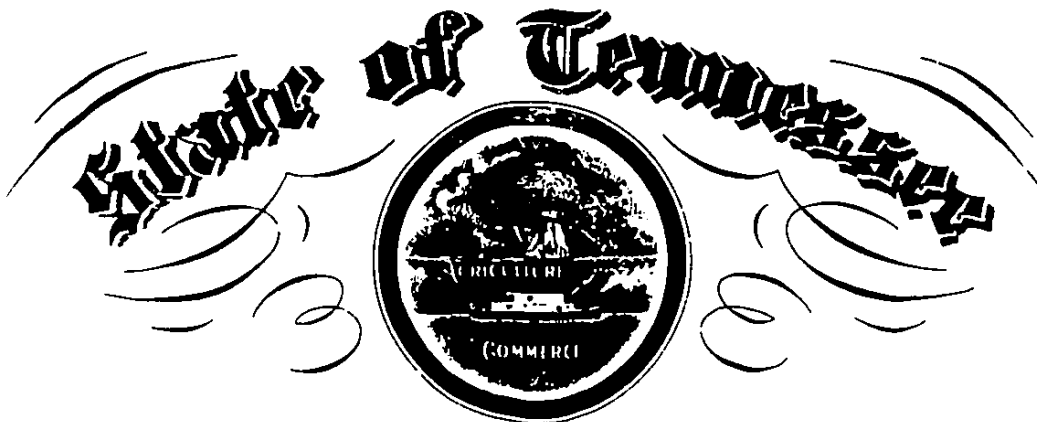
Assistant Commissioner - Insurance



Official Seal

2/97
MG
IN-0224

NAME CHANGE FROM: CONSUMER BENEFIT LIFE INSURANCE COMPANY



THE DEPARTMENT OF COMMERCE AND INSURANCE
DIVISION OF INSURANCE

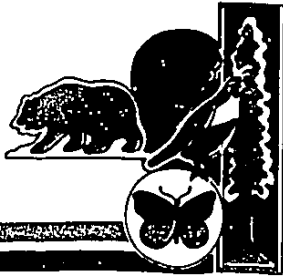
Whereas, the GERLING GLOBAL LIFE REINSURANCE COMPANY
a corporation organized under the laws of the STATE OF
TENNESSEE and located at NASHVILLE, TENNESSEE
having complied with such of the requirements of the Insurance
laws of Tennessee as are applicable to the said corporation in order
to enable it to transact business herein; now, therefore, I, the
undersigned, The Commissioner of Commerce and Insurance do
hereby license and authorize the said GERLING GLOBAL LIFE REINSURANCE COMPANY
subject to all the requirements and conditions of the laws to trans-
act the business of _____

LIFE; DISABILITY

_____ Insurance
in the State of Tennessee, from NOVEMBER 4, 19 96
until suspended or revoked.

In witness whereof, I have hereunto
set my hand and caused the seal of my office
to be affixed, at City of Nashville, in the
State of Tennessee, this 4th day of NOVEMBER
A. D. 19 96

The Commissioner of Commerce and Insurance



State
of
California
SECRETARY OF STATE

GERLING GLOBAL LIFE REINSURANCE COMPANY

I, *BILL JONES*, Secretary of State of the State of California,
hereby certify:

That the annexed transcript was prepared by and in
this office from the record on file, of which it purports to
be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

April 28, 1997.



Bill Jones

Secretary of State



2004867

A490754

GERLING GLOBAL
LIFE REINSURANCE COMPANY

April 14, 1997

THOMAS L. EVANS, C.M.A.
VICE-PRESIDENT, FINANCE & TREASURER

The Honorable Bill Jones
Secretary of State
State of California
1500 11th Street
Sacramento, CA 95814
USA

FILED *Bjm*
In the office of the Secretary of State
of the State of California

APR 16 1997

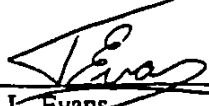
Bill Jones
BILL JONES, Secretary of State

Re: Notice of Intent to Redomesticate to California

Dear Mr. Secretary:

Pursuant to Section 709.5(d) of the California Insurance Code, notice of the redomestication of Gerling Global Life Reinsurance Company to the State of California from the State of Tennessee is hereby given to the Secretary of State of the State of California.

Gerling Global Life Reinsurance Company

By: 

Thomas L. Evans

Vice President, Finance & Treasurer

/dj

**ARTICLES OF REDOMESTICATION AND
RESTATED ARTICLES OF INCORPORATION
OF
GERLING GLOBAL LIFE REINSURANCE COMPANY**

The undersigned, GERLING GLOBAL LIFE REINSURANCE COMPANY (the "Corporation"), hereby submits these Articles of Redomestication and Restated Articles of Incorporation for the purposes of changing the domicile of the Corporation from the State of Tennessee to the State of California and also for the purpose of continuing its existence as an incorporated entity.

1. The Articles of Redomestication and Restated Articles of Incorporation of the Corporation were adopted by its sole shareholders on the 14th day of March, 1997, in the manner prescribed by law.

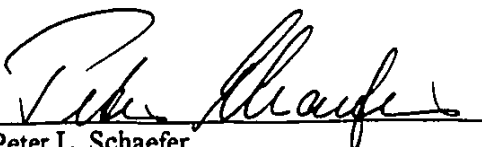
2. The number of shares of the Corporation outstanding at the time of such adoption was 34,500; the number of shares entitled to be cast thereon was 34,500; and the number of votes indisputably represented at the meeting of shareholder was 34,500.

3. The number of votes cast for the Articles of Redomestication and Restated Articles of Incorporation was 34,500. No votes were cast against the Articles of Redomestication and Restated Articles of Incorporation.

4. These articles are effective on the later to occur of (i) their filing by the California Secretary of State or (ii) 12:00:01 a.m. April 1, 1997.

Executed on this the 17th day of March, 1997.

GERLING GLOBAL LIFE REINSURANCE
COMPANY

By: 
Peter L. Schaefer
President

By: 
B. Franklin Shostack
Secretary

RESTATED ARTICLES OF INCORPORATION

ARTICLE I

The name of this Corporation is **GERLING GLOBAL LIFE REINSURANCE COMPANY.**

ARTICLE II

(a) The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations code.

(b) The business of the Corporation is to be an insurer, subject to the provisions of the California Insurance Code.

(c) The Corporation is organized to transact any class of insurance specifically authorized by its California Certificate of Authority, which classes are as follows: Life; Disability. The Corporation is not authorized to transact the following classes of insurance: Fire; Marine; Surety; Plate Glass; Liability; Workers Compensation; Common Carrier Liability; Boiler and Machinery; Burglary; Sprinkler; Team and Vehicle; Automobile; Aircraft; Title; Credit; Mortgage; Mortgage Guaranty; Insolvency; Legal Insurance; and Miscellaneous.

ARTICLE III

The name in the State of California of this Corporation's agent for service of process is:

Richards D. Barger
515 South Flower Street, 34th Floor
Los Angeles, CA 90017

ARTICLE IV

The Corporation is authorized to issue 50,000 shares of Common Stock of one class. The par value of each share is \$1,000.00 per share

ARTICLE V

(a) The liability of directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

(b) The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through Bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, to the fullest extent permissible under California law.

(c) Any amendment, repeal or modification of any provision of this Article V shall not adversely affect any right or protection of an agent of this Corporation existing at the time of such amendment, repeal or modification.

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 03/31/1997
REQUEST NUMBER: 97090079

CHARTER/QUALIFICATION DATE: 04/07/1977
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0007202
JURISDICTION: TENNESSEE

TO:
BAKER DONELSON BEARMAN & CALDWELL
511 UNION STREET
SUITE 1700
NASHVILLE, TN 37219

REQUESTED BY:
BAKER DONELSON BEARMAN & CALDWELL
511 UNION STREET
SUITE 1700
NASHVILLE, TN 37219

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"GERLING GLOBAL LIFE REINSURANCE COMPANY"

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
3316-0467	03/31/1997	OTHER	NAM DUR STK PRN OFC AGT INC MAL FYC

FOR: REQUEST FOR COPIES

ON DATE: 03/31/97

FROM:
BAKER DONELSON BEARMAN ETC (NASHVILLE)
511 UNION ST
SUITE 1700
NASHVILLE, TN 37219-0000

FEES
RECEIVED: \$20.00 \$20.00
TOTAL PAYMENT RECEIVED: \$40.00
RECEIPT NUMBER: 00002100500
ACCOUNT NUMBER: 00208389



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

3316 0467

RECEIVED
SECRETARY OF STATE

**ARTICLES OF REDOMESTICATION AND
RESTATED ARTICLES OF INCORPORATION
OF
GERLING GLOBAL LIFE REINSURANCE COMPANY**
RILEY M. GERLING
SECRETARY OF STATE

The undersigned, GERLING GLOBAL LIFE REINSURANCE COMPANY (the "Corporation"), hereby submits these Articles of Redomestication and Restated Articles of Incorporation for the purposes of changing the domicile of the Corporation from the State of Tennessee to the State of California and also for the purpose of continuing its existence as an incorporated entity.

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2. The number of shares of the Corporation outstanding at the time of such adoption was 34,500; the number of shares entitled to be cast thereon was 34,500; and the number of votes indisputably represented at the meeting of shareholder was 34,500.

3. The number of votes cast for the Articles of Redomestication and Restated Articles of Incorporation was 34,500. No votes were cast against the Articles of Redomestication and Restated Articles of Incorporation.

4. These articles are effective on the later to occur of (i) their filing by the California Secretary of State or (ii) 12:00:01 a.m. April 1, 1997.

Executed on this the 17th day of March, 1997.

GERLING GLOBAL LIFE REINSURANCE
COMPANY

APPROVED

This 31st day of March 1997

The Commissioner of Insurance
STATE OF TENNESSEE

By: Shawn L. Robison
Deputy Commissioner of Insurance

By:

Peter L. Schaefer
Peter L. Schaefer
President

By:

B. Franklin Shostack
B. Franklin Shostack
Secretary

3316 0469

RECEIVED
SECRETARY OF STATE

97 MAR 31 PM 4:13

ARTICLE V

~~RECEIVED~~
~~SECRETARY OF STATE~~
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(c) Any amendment, repeal or modification of any provision of this Article V shall not adversely affect any right or protection of an agent of this Corporation existing at the time of such amendment, repeal or modification.

3316 0468

RECEIVED
SECRETARY OF STATE
RESTATED ARTICLES OF INCORPORATION

97 MAR 31 PM 4:12

ARTICLE I

RILEY DARNELL
SECRETARY OF STATE
The name of this Corporation is **GERLING GLOBAL LIFE REINSURANCE COMPANY.**

ARTICLE II

(a) The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations code.

(b) The business of the Corporation is to be an insurer, subject to the provisions of the California Insurance Code.

(c) The Corporation is organized to transact any class of insurance specifically authorized by its California Certificate of Authority, which classes are as follows: Life; Disability. The Corporation is not authorized to transact the following classes of insurance: Fire; Marine; Surety; Plate Glass; Liability; Workers Compensation; Common Carrier Liability; Boiler and Machinery; Burglary; Sprinkler; Team and Vehicle; Automobile; Aircraft; Title; Credit; Mortgage; Mortgage Guaranty; Insolvency; Legal Insurance; and Miscellaneous.

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515 South Flower Street, 34th Floor
Los Angeles, CA 90017

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The Corporation is authorized to issue 50,000 shares of Common Stock of one class. The par value of each share is \$1,000.00 per share

STATE OF TENNESSEE



NASHVILLE

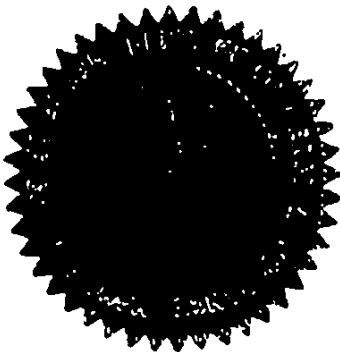
I, DOUGLAS M. SIZEMORE, COMMISSIONER OF COMMERCE AND INSURANCE OF THE STATE OF TENNESSEE, DO HEREBY CERTIFY THAT THE ATTACHED COPY OF CORRESPONDENCE DATED MARCH 13, 1997 TO THE CALIFORNIA DEPARTMENT OF INSURANCE REGARDING GERLING GLOBAL LIFE REINSURANCE COMPANY IS A TRUE AND CORRECT COPY OF DOCUMENT ON FILE IN THIS DEPARTMENT.

Given under my hand and seal of office
this 1ST day of APRIL, 1997.

DOUGLAS M. SIZEMORE

The Commissioner of Commerce and Insurance

By: *Sharon K. Roberts*
Assistant Commissioner - Insurance



Official Seal

DO NOT WRITE IN THIS SPACE

REDOMESTICATION

CERTIFICATE OF SURRENDER OF RIGHT TO
TRANSACTION INTRASTATE BUSINESS

On behalf and by authority of Gerling Global Life Reinsurance Company
_____, a corporation organized
and existing under the laws of Tennessee, the undersigned,
Peter L. Schaefer President
(Corporate Officer) (Title)

of said corporation does hereby certify and declare:

1. Said corporation hereby surrenders its right and authority to transact intrastate business in the State of California.
2. Said corporation hereby revokes its designation of agent for the service of process in California.
3. Said corporation consents that process against it in any action upon any liability or obligation incurred within the State of California prior to the filing of this Certificate of Surrender of Right to Transact Intrastate Business may be served upon the Secretary of State of the State of California.
4. The post office address to which the Secretary of State may mail copies of any process against the corporation that is served upon the Secretary of State is 515 S. Flower Street, 34th Floor, Los Angeles,

California 90071


(Corporate Officer)
Peter L. Schaefer

President
(Title)

* Before the surrender is filed in the office of the Secretary *
* of State, the corporation must obtain from the Franchise Tax *
* Board a valid Tax Clearance Certificate. *

THERE IS NO FEE FOR FILING THIS CERTIFICATE.

CORPORATION



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
P.O. BOX 942857
SACRAMENTO, CA 94257-0541

TAX CLEARANCE CERTIFICATE

April 3, 1997

EXPIRATION DATE: July 15, 1997

CALIFORNIA LENDERS
1000 G STREET
SUITE 225
SACRAMENTO CA 95814-0000

ISSUED TO: GERLING GLOBAL LIFE REINSURANCE COMPANY
Entity ID 2004867

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid, assumed, or are secured by other means.

If a final return has not been filed, one should be filed within two months and 15 days after the close of the month in which the dissolution or withdrawal takes place. If the corporation was inactive, a statement to that effect should be attached to the tax forms. All returns remain subject to audit until the expiration of the normal statutory period. Failure to file required returns may result in additional assessments.

A copy of this Tax Clearance Certificate has been sent to the Office of the the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento CA. 95814, or by telephone, (916) 657-5448.

NOTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

By H. Hermansen
Special Audit Unit
Corporation Audit Section
Telephone (916) 845-4124



STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE
SAN FRANCISCO

I, Jesse G. Rivera, Deputy Insurance Commissioner of the State of California, do hereby certify that the attached is a true and correct copy of the record on file with the Department of Insurance.

Witness my hand and the seal of the
Insurance Commissioner of the State of
California this 8th day of April, 1997.

Jesse G. Rivera
Deputy Insurance Commissioner

DEPARTMENT OF INSURANCE

45 FREMONT STREET, 24TH FLOOR
SAN FRANCISCO, CA 94105



April 8, 1997

John E. McPherson, Esq.
Barger & Wolen
515 South Flower Street
Thirty-Fourth Floor
Los Angeles, CA 90071-2205

Subject: Application to Redomesticate from Nashville, Tennessee
to Los Angeles, California, by Gerling Global Life Reinsurance
Company, CDI File No. 96-9179

Dear Mr. McPherson:

Please be advised that the above-referenced application has been approved, and the company is hereby authorized to redomesticate to California pursuant to Insurance Code Section 709.5. You will be receiving Gerling Global Life Reinsurance Company's amended Certificate of Authority under separate cover.

In addition to the standard compliance requirements for an admitted insurer licensed to transact business in California, please be aware of the filing requirements under the Insurance Holding Company System Regulatory Act for domestic companies.

Upon receipt of filed Articles of Redomestication, please provide a certified copy, with the appropriate filing fee, to my attention.

Very truly yours,

A handwritten signature in cursive script, reading "Susan J. Stapp", is written over the typed name.

Susan J. Stapp
Senior Staff Counsel
(415) 538-4403

cc: Lorraine Johnson, Legal, SF

Nº 6488

STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE
SAN FRANCISCO

Amended

Certificate of Authority

THIS IS TO CERTIFY, That, pursuant to the Insurance Code of the State of California,

Gerling Global Life Reinsurance Company

of Los Angeles, California, organized under the
laws of California, subject to its Articles of Incorporation or
other fundamental organizational documents, is hereby authorized to transact within this State,
subject to all provisions of this Certificate, the following classes of insurance:

Life and Disability

as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in
full compliance with all, and not in violation of any, of the applicable laws and lawful requirements
made under authority of the laws of the State of California as long as such laws or requirements are
in effect and applicable, and as such laws and requirements now are, or may hereafter be changed
or amended.

IN WITNESS WHEREOF, effective as of the 8th day
of April, 1997, I have hereunto set
my hand and caused my official seal to be affixed this 8th
day of April, 1997.



Chuck Quackenbush
Insurance Commissioner

LAW OFFICES BARGER & WOLEN

LIMITED LIABILITY PARTNERSHIP
515 SOUTH FLOWER STREET
THIRTY-FOURTH FLOOR
LOS ANGELES, CALIFORNIA 90071-2205

TELEPHONE: (213) 610-2800
FACSIMILE: (213) 614-7399
INTERNET: barwol@ix.netcom.com

April 14, 1997

SAN FRANCISCO OFFICE

101 CALIFORNIA STREET
FORTY-SEVENTH FLOOR
SAN FRANCISCO, CA 94111
TELEPHONE: (415) 434-2800
FACSIMILE: (415) 434-2533

SACRAMENTO OFFICE

925 L STREET
ELEVENTH FLOOR
SACRAMENTO, CA 95814
TELEPHONE: (916) 448-2800
FACSIMILE: (916) 442-5961

OF COUNSEL
ALAN R. WOLEN

WRITER'S DIRECT DIAL
(213) 614-7320

NEWPORT BEACH OFFICE

19800 MACARTHUR BOULEVARD
EIGHTH FLOOR
IRVINE, CA 92612
TELEPHONE: (714) 757-2800
FACSIMILE: (714) 752-6313

NEW YORK OFFICE

600 MADISON AVENUE
ELEVENTH FLOOR
NEW YORK, NY 10022
TELEPHONE: (212) 308-0909
FACSIMILE: (212) 308-8181

PLEASE REFER TO
OUR FILE NUMBER:
06263-077

RICHARDS D. BARGER
VICTOR B. LEVIT
KENT ELLER
THOMAS B. AGELAND
ROBERT W. HOOBLOOM
STEPHEN G. KLEIN
S. STUART SOLDATE
ROYAL J. OAKES
DON R. ADKINSON
DENNIS W. HARWOOD
JOHN W. WEINSTEIN
JOHN J. RICHMOND
STEVEN H. WEINSTEIN
SANDRA I. WEINSTEIN
GAIL E. COHEN
JOHN INEA PIERCE
R. STEVEN ANDERSON
ROBERT G. LEVY
MARTIN E. ROSEN
EDWIN A. OSTER
LARRY M. GOLUB
J. RUSSELL STEDMAN
JOHN C. HOLMES
DAVID C. PARK
ROBERT J. MCENNON
RICHARD G. DE LA MORA
JOHN E. MCPHERSON
DAVID J. MCPHERSON

MICHAEL L. ROSENFELD
RANDALL A. DOCTOR
SCOTT J. THERRIEN
GARY S. LEE
GREGORY B. SCARLETT
GARY A. BRESER
ERIC M. CROWE
LINDA E. CARUSO
J. RONALD IGHAJUK
KEITH PETERS
THOMAS B. BEER
JOHN M. LE BLANC
J. STEVEN BINOMAN
ROBERT K. REMMER
MARINA MANIATIS
BEVERLY A. BRAND
ROBERT J. CERNY
GREGORY O. EISENRICH
RUSSELL N. BIRNER
MICHAEL J. ROTHMAN
BRIAN C. PEDERSEN
JOHN P. HEWELL
ERIN S. NEWMAN
MATTHEW W. SIXLER
STACEY L. FRIEDLANDER
JOHN W. HAMILTON, JR.
BARBARA BARNETT
MARISA M. BAVAND

* ADMITTED NEW YORK ONLY

BY HAND DELIVERY

Office of the California
Secretary of State
Division of Corporation Filing and Services
2230 "J" Street
Sacramento, California 95814-2974

Attn: Bradley J. Norris, Esq.
Legal Counsel

Re: Filing of Articles of Redomestication and Amended and Restated
Articles of Incorporation of Gerling Global Life Reinsurance Company

Dear Mr. Norris:

We represent Gerling Global Life Reinsurance Company, an insurance company originally organized under the laws of the State of Tennessee ("GGLRe"). GGLRe seeks to become an insurer domiciled in the State of California pursuant to the procedure set forth in subparagraph (a) of California Insurance Code Section 709.5.¹ To that end, GGLRe has sought and obtained the approval of the California Department of Insurance to become a California domestic insurance company, which approval was given by letter dated April 8, 1997.

¹ All statutory references are to the published statutes of the State of California unless otherwise noted.

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This correspondence is provided under the authority of subparagraph (b) of Corporations Code Section 110.² Based upon the following analysis, it is our opinion that the Office of the California Secretary of State should accept GGLRe's Articles of Redomestication and Restated Articles of Incorporation for immediate filing.

DISCUSSION

Prior to the enactment of specific redomestication statutes, an insurance company seeking to change its corporate domicile was generally required to form a new company in the new jurisdiction, obtain a certificate of authority to transact insurance from the new domiciliary regulator, and thereafter merge the existing insurance operation into the newly-created company. The redomestication by merger process was often long and expensive and proved to be extremely unwieldy when an insurance company was merely seeking to change its state of domicile.

In order to address the problems inherent in the merger procedure, the National Association of Insurance Commissioners ("NAIC") adopted the Model Redomestication Act to provide a simplified procedure to effect a change of domicile (the "Model Act"). The Model Act was promulgated "to create consistent procedures for redomestication of insurers and to ensure continuity of insurer operations during redomestication." See Analysis of Assembly Bill 1717 as amended April 13, 1993 prepared for the Assembly Committee on Finance, Insurance, and Public Investment.

The Model Act was enacted in California as Insurance Code Section 709.5 upon passage of Assembly Bill 1717 in 1993. Both the California Assembly and Senate recognized that under the then-existing law, the merger process was required in order for an insurance company to change its corporate domicile:

For an insurer to redomesticate (move its principle [sic] place of business) to California, the insurer would have to form and license a new corporation . . . , and merge the old insurer into the new insurer. This process requires two applications -- a Certificate of Authority application and a 1011(c) merger application.

² GGLRe is seeking to redomesticate into the State of California from the State of Tennessee. As such, Section 201.6 of the California Corporations Code is inapplicable inasmuch as such statute addresses only the situation in which a California domestic insurer is seeking to redomesticate from California into another state.

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See Senate Rules Committee, Office of Senate Floor
Analyses, August 27, 1993, at 1; Digest from the Assembly
Committee on Finance, Insurance and Public Investment,
Apr. 20, 1993, at 1.

In enacting Assembly Bill 1717, both houses of the legislature intended that the provisions of Insurance Code Section 709.5 would simplify the cumbersome and often time-consuming process of redomestication by merger: "This legislation will make it easier for an insurer to relocate its principal place of business both into and out of California." Senate Rules Committee, Office of Senate Floor Analyses, August 27, 1993, at 2; Digest from the Assembly Committee on Finance, Insurance and Public Investment, Apr. 20, 1993 at 2. The digest to the legislation reiterated the legislature's intent to simplify the procedure:

DIGEST [AB 1717] adopts the National Association of Insurance Commissioners Redomestication Model Act which essentially allows domestic insurers of reciprocal states (other states that have adopted the act) to redomesticate in or out of California simply by changing their articles of incorporation and complying with all of the requirements relative to a domestic insurer.

[Emphasis added]

See Third Reading Analysis of Assembly Bill 1717 as amended August 16, 1993 prepared by the Office of Senate Floor Analyses.

The legislature further intended that the provisions of Insurance Code Section 709.5 would provide "the exclusive means for an admitted insurer to change its domicile to, or transfer its domicile from, [California] [emphasis added]." See Third Reading Analysis of Assembly Bill 1717 as amended August 16, 1993 prepared by the Office of Senate Floor Analyses.³ Finally, in his Signature Message, the Governor of California acknowledged that AB 1717 would "streamline the process by which insurers change their state of incorporation [emphasis added]." Assembly Journal, Governor's Signature Message, Oct. 5, 1993 at 4750. Such "streamlining" would only make sense if the then-existing merger procedure were eliminated.

That the merger procedure would be eliminated was specifically acknowledged by the Senate Rules Committee, which commented that "[t]he bill . . . allows domestic insurers of

³ The Assembly's intention in this regard is codified in subparagraph (e) of Insurance Code Section 709.5.

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reciprocal states (other states that have adopted the [Model Act]) to redomesticate in or out of California simply by changing their articles of incorporation and complying with all the requirements relative to a domestic insurer [emphasis added]." Senate Rules Committee, Office of Senate Floor Analyses, Aug. 27, 1993, at 1. Moreover, the Senate Rules Committee clearly recognized and intended that Insurance Code Section 709.5 would "[p]rovide[] the exclusive means for an admitted insurer to change its domicile to, or transfer its domicile from, this state." Senate Rules Committee, Office of Senate Floor Analyses, Aug. 27, 1993, at 2.

The Legislature's enactment of AB 1717 was intended to create a streamlined process for effecting a redomestication, accomplished through a simple change in the company's articles of incorporation. If the Secretary of State's Office refuses to file GGLRe's Articles of Redomestication and Restated Articles of Incorporation, GGLRe will be forced either to (i) file Articles of Incorporation in the State of California and Articles of Dissolution in the State of Tennessee or (ii) utilize the merger procedure (i.e. by merging GGLRe into a new California insurer formed to effect the redomestication). Both of these alternatives would directly conflict with the meaning and purpose of Insurance Code Section 709.5.

As noted above, one of the legislature's main intentions in enacting Insurance Code Section 709.5 was to provide for continuity of an insurer's operations when it redomesticates into California. If an insurer moving to California were required to file new articles of incorporation with the California Secretary of State and effect a dissolution in its original state of domicile, the insurer would lose its continuity of existence. Moreover, the insurer's operations could be adversely affected if a break in its corporate existence triggered tax consequences. Such result would be contrary to the stated purposes underlying enactment of Insurance Code Section 709.5.

Further, any procedure which could potentially result in a break in operations or existence would create a disincentive for insurers to redomesticate into California. This disincentive would also be contrary to the purposes of Insurance Code Section 709.5. As noted above, the Governor of California acknowledged that Insurance Code Section 709.5 would "streamline[] the process by which insurers change their state of incorporation, and will provide a simpler process for insurance companies already admitted to sell insurance in California but incorporated in other states, to move to California [emphasis added]." Assembly Journal, Governor's Signature Message, Oct. 5, 1993 at 4750.

One of the stated purposes underlying enactment of Insurance Code Section 709.5 was to clear roadblocks and disincentives to insurers moving to California. Requiring insurers to file new Articles of Incorporation and suffer the potentially harsh consequences of such a filing would contradict that purpose.

The filing by the Secretary of State of GGLRe's Articles of Redomestication and Restated Articles of Incorporation would be consistent with other existing laws relating to governance of insurance companies. Specifically, Section 1140 of the Insurance Code provides in relevant part that "[except as otherwise provided in [the Insurance Code], incorporated insurers are subject to the provisions of the general corporation law in like manner with other

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Secretary of State

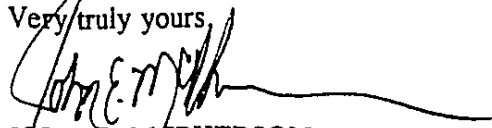
April 14, 1997

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corporations" [emphasis added]. Insurance Code Section 709.5 was intended to govern and provides the "exclusive means" to effect a redomestication of an insurance company into or from California. A redomesticating insurer is therefore not subject to the general corporation law or any other conflicting or contradictory statute with respect to a change of domicile. As Insurance Code Section 709.5 does not contemplate or require a merger or dissolution, Insurance Code Section 1140 suggests that such procedures should not be imposed upon an insurance company in connection with a change of domicile.

Based on the foregoing, it is our opinion that the California Secretary of State should accept GGLRe's Articles of Redomestication and Restated Articles of Incorporation which are attached hereto for immediate filing as authorized pursuant to subparagraph (b) of Corporations Code Section 110.

Very truly yours,



JOHN E. MCPHERSON
Calif. State Bar #125877
for the Firm

JEM:vgv

Enclosures

cc: Thomas L. Evans, C.M.A. (w/enc.)
B. Franklin Shostack, Esq. (w/enc.)
Richards D. Barger, Esq.



COPY

STATE OF TENNESSEE
DEPARTMENT OF COMMERCE AND INSURANCE
Insurance Division
500 James Robertson Parkway, 4th Floor
Nashville, TN 37243
615-741-2176

March 13, 1997

Ms. Susan J. Stapp
Senior Staff Counsel
Department of Insurance
State of California
45 Fremont Street, 24th Floor
San Francisco, California 94105

RE: Gerling Global Life Reinsurance Company ("GGLRe")

Dear Ms. Stapp:

It is our understanding that the State of California has adopted in substantial form the NAIC Model Redomestication Act. The State of Tennessee has only adopted portions of the NAIC Model Redomestication Act.

Notwithstanding the fact that the State of Tennessee has not adopted all of the NAIC Model Redomestication Act, by virtue of the fact that a California insurer could redomesticate to the State of Tennessee, the State of Tennessee in the interests of mutuality and comity will allow a Tennessee insurer to redomesticate into the State of California. Consequently, this letter will act as our consent for Gerling Global Life Reinsurance Company, a Tennessee life and disability insurer to redomesticate into the State of California.

DEPARTMENT OF INSURANCE
STATE OF TENNESSEE

By: *Haron K. Robinson*
Assistant Commissioner

cc: Richard D. Barger, Esq.
Barger & Wolen LLP

James L. Beckner, Esq.
Baker, Donelson, Bearman & Caldwell

FILING FEE: FILING FEE AFTER MAY 1 IS \$550.00

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

97 JUN 23 PM 2:01

ANNUAL REPORT 1997

FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P06132 (5)
1. Corporation Name
CONSUMER BENEFIT LIFE INSURANCE COMPANY



Principal Place of Business
**26 CENTURY BLVD.
NASHVILLE TN 37214
US**

Mailing Address
**26 CENTURY BLVD
NASHVILLE TN 37214-3644
US**

3. Date Incorporated or Qualified
05/21/1985

3a. Date of Last Report
03/05/1996

2. Principal Place of Business
21 480 University Avenue

2a. Mailing Address
26 480 University Avenue

4. FEI Number
62-1003368

Applied For
☐ Not Applicable

Suite Apt # etc
22

Suite Apt # etc
27

5. Certificate of Status Desired ☐ **\$8.75 Additional Fee Required**

City & State
23 Toronto, Ontario

City & State
28 Toronto, Ontario

6. Election Campaign Financing
Trust Fund Contribution ☐ **\$5.00 May Be Added to Fees**

Zip
24 M5G 1V6

Country
25 Canada

Zip
29 M5G 1V6

Country
30 Canada

8. This corporation has liability for intangible tax under s 199 032
Florida Statutes ☐ Yes ☒ No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND RD
PLANTATION FL 33324**

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

85 Zip Code

11. Pursuant to the provisions of Sections 607 0502 and 607 1508 Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent or both in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of Section 607 0505 Florida Statutes.

SIGNATURE _____

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN '97

TITLE	CD	☒ DELETE
NAME	FRENCH, MARK H	
STREET ADDRESS	4813 BELMONT PARK TERRACE	
CITY ST ZIP	NASHVILLE TN	
TITLE	SD	☒ DELETE
NAME	VAUGHN, MICHAEL EDWARD	
STREET ADDRESS	956 GIANT OAK DRIVE	
CITY ST ZIP	NASHVILLE TN	
TITLE	AT	☒ DELETE
NAME	HALE-GARRISON, JUDY	
STREET ADDRESS	783 FITZPATRICK ROAD	
CITY ST ZIP	NASHVILLE TN	
TITLE	D	☒ DELETE
NAME	JOHNSON, BRIAN DOUGLAS	
STREET ADDRESS	9183 FOX RUN DRIVE	
CITY ST ZIP	BRENTWOOD TN	
TITLE	PTD	☒ DELETE
NAME	DAVIS, GEORGE SANDOR	
STREET ADDRESS	408 SIERRA COURT	
CITY ST ZIP	OLD HICKORY TN	
TITLE	D	☒ DELETE
NAME	PINKSTON, KENNETH H	
STREET ADDRESS	1178 TRAVELERS RIDGE DRIVE	
CITY ST ZIP	NASHVILLE TN	

1.1 TITLE	V	☐ Change ☒ Addition
1.2 NAME	Schaefer, Peter Ludwig	
1.3 STREET ADDRESS	R.R. 2	
1.4 CITY ST ZIP	Stouffville, Ontario	
2.1 TITLE	V	☐ Change ☒ Addition
2.2 NAME	Gray, John David	
2.3 STREET ADDRESS	179A De Grassi Street	
2.4 CITY ST ZIP	Toronto, Ontario	
3.1 TITLE	V	☐ Change ☒ Addition
3.2 NAME	Ramsey, Willard Alan	
3.3 STREET ADDRESS	45 Burden Crescent	
3.4 CITY ST ZIP	Ajax, Ontario	
4.1 TITLE	S	☐ Change ☒ Addition
4.2 NAME	Shostack, Bennett Franklin	
4.3 STREET ADDRESS	67 Clarinda Dr	
4.4 CITY ST ZIP	Willowdale, Ontario	
5.1 TITLE	V/T	☐ Change ☒ Addition
5.2 NAME	Evans, Thomas Leo	
5.3 STREET ADDRESS	355 Primrose Place	
5.4 CITY ST ZIP	Burlington, Ontario	
6.1 TITLE	V	☐ Change ☒ Addition
6.2 NAME	Wilkinson, Neil	
6.3 STREET ADDRESS	532 Durie Street	
6.4 CITY ST ZIP	Toronto, Ontario	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119 07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607 Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: _____ **April 4, 1997** **(416) 598-4677**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR