

P06/32

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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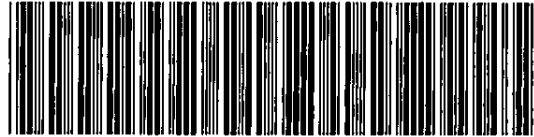
(Business Entity Name)

(Document Number)

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2007 DEC 17 PM 1:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MLC  
[Signature]

12/18/07

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Revios Reinsurance U.S. Inc.  
(Name of Corporation)

**DOCUMENT NUMBER:** P06132

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

H. Matthew Crusey  
(Name of Contact Person)

Skadden Arps Slate Meagher & Flom LLP  
(Firm/Company)

Four Times Square  
(Address)

New York, New York 10036  
(City/State and Zip Code)

For further information concerning this matter, please call:

H. Matthew Crusey at ( 212 ) 735-3315  
(Name of Contact Person) (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)**

P06132

(Document number of corporation (if known))

**FILED**  
2001 DEC 17 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Revios Reinsurance U.S. Inc.

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

2. California

(Incorporated under laws of)

3. May 21, 1985

(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? November 14, 2007

5. SCOR Global Life Re Insurance Company of Texas

(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.

500 Years

(New duration)

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

Texas

(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.

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

Maxine H. Verne

(Typed or printed name of person signing)

Secretary

(Title of person signing)



**Texas Department of Insurance**

Financial, Company Licensing & Registration, Mail Code 305-2C  
333 Guadalupe • P. O. Box 149104, Austin, Texas 78714-9104

STATE OF TEXAS       §  
                                 §  
COUNTY OF TRAVIS   §

The Commissioner of Insurance, as the chief administrative and executive officer and custodian of records of the Texas Department of Insurance has delegated to the undersigned the authority to certify the authenticity of documents filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

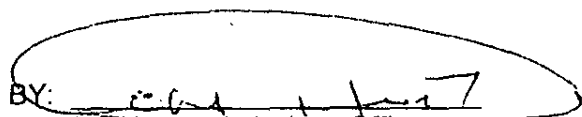
Therefore, I hereby certify that the attached documents are true and correct copies of the documents described below. I further certify that the documents described below are filed with or maintained by or within the custodial authority of the Company Licensing & Registration Division of the Texas Department of Insurance.

The Restated Articles of Incorporation of REVIOS REINSURANCE U.S. INC., Los Angeles, California, along with Commissioner's Order No. 07-1027, dated December 9, 2004, changing the name and home office of the company to SCOR GLOBAL LIFE RE INSURANCE COMPANY OF TEXAS, Plano, Texas, altogether consisting of seven (7) pages.

IN TESTIMONY WHEREOF, witness my hand and seal of office at Austin, Texas, this 3rd day of December 2007.

MIKE GEESLIN  
COMMISSIONER OF INSURANCE

BY:

  
Jeff Hunt, Admissions Officer  
Company Licensing & Registration Division  
Order No. 01-0692

No. **07 - 1 0 2 7**

**OFFICIAL ORDER  
of the  
COMMISSIONER OF INSURANCE  
of the  
STATE OF TEXAS  
AUSTIN, TEXAS**

**Date:** NOV 1 4 2007

**Subject Considered:**

**REVIOS REINSURANCE U.S. INC.  
Los Angeles, California  
TDI No. 02-05866**

**REDOMESTICATION AND CERTIFICATE OF AUTHORITY**

**General remarks and official action taken:**

On this day the Commissioner of Insurance considered the application of REVIOS REINSURANCE U.S. INC., Los Angeles, California, to redomesticate from California to Texas and to amend its Certificate of Authority to change its name and home office from REVIOS REINSURANCE U.S. INC., Los Angeles, California, to SCOR GLOBAL LIFE RE INSURANCE COMPANY OF TEXAS, Plano, Texas.

REVIOS REINSURANCE U.S. INC. has submitted documentation showing that it has amended its Articles of Incorporation by restatement, and the charter, and changed the name and home office of the Company from REVIOS REINSURANCE U.S. INC., Los Angeles, California to SCOR GLOBAL LIFE RE INSURANCE COMPANY OF TEXAS, Plano, Texas. The California Department of Insurance has issued a letter of no objection to the redomestication.

Based on the documentation submitted and the representations made by REVIOS REINSURANCE U.S. INC., Texas Department of Insurance staff have determined that REVIOS REINSURANCE U.S. INC., appears to have complied with the applicable requirements to redomesticate from California to Texas and to amend its Certificate of Authority to change its name and home office from REVIOS REINSURANCE U.S. INC., Los Angeles, California, to SCOR GLOBAL LIFE RE INSURANCE COMPANY OF TEXAS, Plano, Texas.

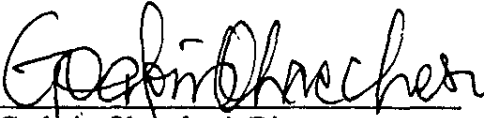
THEREFORE, the Commissioner of Insurance ORDERS that the application of REVIOS REINSURANCE U.S. INC., for approval to redomesticate from California to Texas be, and is, hereby approved.

07-1027

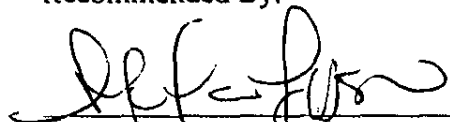
COMMISSIONER'S ORDER - REDOMESTICATION / NAME-CHANGE  
REVIOS REINSURANCE U.S. INC.  
PAGE 2 OF 2

The Commissioner of Insurance FURTHER ORDERS that Certificate of Authority No. 13551, dated February 26, 2004 issued to REVIOS REINSURANCE U.S. INC., Los Angeles, California be, and is, hereby canceled and that an amended Certificate of Authority be issued concurrently to SCOR GLOBAL LIFE RE INSURANCE COMPANY OF TEXAS, Plano, Texas.

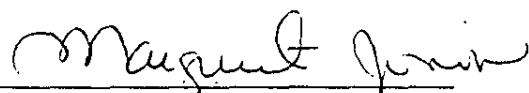
MIKE GEESLIN  
COMMISSIONER OF INSURANCE

By:   
Godwin Ohaechesi, Director  
Company Licensing & Registration  
Commissioner's Order 07-0989

Recommended By:


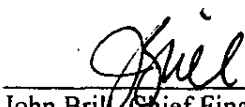
  
Melanie Libson, Insurance Specialist  
Company Licensing & Registration

Reviewed by:

  
Margaret Jonon, Staff Attorney  
Financial Counsel Section  
Legal Services Division

## COMMITTMENT

On behalf of Revios Reinsurance U.S. Inc./SCOR Global Life Re Insurance Company of Texas, (the "Company"), we hereby commit that the Amended and Restated Articles of Incorporation attached hereto as Exhibit A and the Amended and Restated Bylaws, attached hereto as Exhibit B, will be adopted by the Company after the Texas Department of Insurance has approved the Company's redomestication and upon the redomestication of the Company from the State of California to the State of Texas.

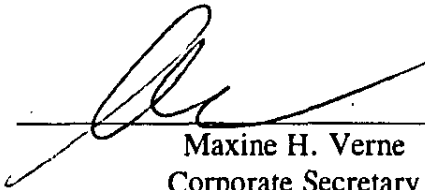
  
\_\_\_\_\_  
Yves Corcos, President  
\_\_\_\_\_  
John Brill, Chief Financial Officer

**REVIOS REINSURANCE U.S. INC.**

**CERTIFICATE**

I, Maxine H. Verne, duly qualified Corporate Secretary of Revios Reinsurance U.S. Inc. (the "Company") (to be known as SCOR Global Life Re Insurance Company of Texas upon the Company's redomestication to Texas) do hereby certify that the attached is a true and exact copy of the Restated Articles of Incorporation of the Company and that said Restated Articles of Incorporation of the Company will become effective upon the Company's redomestication to Texas.

**IN WITNESS WHEREOF**, I have set my hand and the seal of this Company this 8th day of November 2007.

  
\_\_\_\_\_  
Maxine H. Verne  
Corporate Secretary



## **RESTATED ARTICLES OF INCORPORATION**

### **OF**

### **REVIOS REINSURANCE U.S. INC.**

Each of the undersigned certifies that they are the President and Secretary of Revios Reinsurance U.S. Inc., respectively, a corporation organized and existing under the laws of the State of Texas, and do hereby further certify as follows:

- (1) The name of the Corporation is Revios Reinsurance U.S. Inc.
- (2) The Corporation was originally incorporated in 1977 as Consumer Benefit Life Insurance Company, a Tennessee stock life insurance company. In 1996, the Corporation's name was changed to Gerling Global Life Reinsurance Company. In 1997, the Corporation redomesticated from the State of Tennessee to the State of California. In 2003, the Corporation changed its name to Revios Reinsurance U.S. Inc. On November 14, 2007, the Corporation redomesticated from the State of California to the State of Texas.
- (3) This Restated Certificate of Incorporation, pursuant to the provisions of the Texas Business Corporation Act and the Texas Insurance Code, restates and integrates and further amends the certificate of incorporation of the Corporation as amended hereby is restated to read in its entirety, as follows:

### **ARTICLE I**

The name of the corporation shall be "SCOR GLOBAL LIFE RE INSURANCE COMPANY OF TEXAS" (the "Corporation").

### **ARTICLE II**

The purpose for which this Corporation is formed is to engage in the following kinds of insurance business, to-wit:

The kinds of insurance business this Company proposes to transact shall be life, health and accident insurance business, now or as hereinafter permitted under the laws of the State of Texas.

### **ARTICLE III**

The principal office and place of business of the Corporation shall be located in the City of Plano, County of Collin, State of Texas.

The address of the Corporation's Agent for Service of Process is:

CT Corporation Systems  
350 N. St. Paul Street  
Dallas, TX 75201

### **ARTICLE IV**

The period of its duration is Five Hundred (500) Years.

### **ARTICLE V**

The number of Directors constituting the Board of Directors shall not be less than five (5) or more than thirteen (13) and cumulative voting for Directors is prohibited. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

### **ARTICLE VI**

#### **CAPITAL:**

The amount of the total authorized capital stock of SCOR Global Life Re Insurance Company of Texas is Seventy-Five Thousand (75,000) shares of common stock, par value Seventy-Two Dollars and Fifty Cents (\$72.50), of which shares there shall always be issued, outstanding, and fully paid at least fifty percent (50%) of the aggregate par value of the shares authorized to be issued. The Corporation shall also have at all times at least Seven Hundred Thousand Dollars (\$700,000) in capital and Seven Hundred Thousand Dollars (\$700,000) in surplus. The capital represented by the Sixty-Nine Thousand (69,000) shares of common stock issued and outstanding is Five Million Two Thousand, Five Hundred Dollars (\$5,002,500).

The Corporation has received for the issuance of its shares of its common stock consideration of the value of Five Million Two Thousand, Five Hundred Dollars (\$5,002,500), consisting of money actually received.

**ARTICLE VII**

The shareholders of the Corporation shall adopt the initial bylaws of the Corporation and thereafter, the Board of Directors is authorized to amend or repeal the bylaws or to adopt new bylaws, subject to any limitations that may be contained in such bylaws.

IN WITNESS WHEREOF, we hereunto subscribe our name this \_\_\_\_\_ day of November 2007.

\_\_\_\_\_  
Yves Corcos, President and Chief Executive Officer

\_\_\_\_\_  
Maxine H. Verne, Secretary

THE STATE OF New York )

COUNTY OF New York )

BEFORE ME, the undersigned notary, on this day personally appeared Yves Corcos AND Maxine H. Verne, known to me to be the persons whose names are subscribed to the foregoing, and each acknowledged to me that he/she executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this \_\_\_\_\_ day of November 2007.

\_\_\_\_\_  
Kay Miller, Notary Public

My commission expires \_\_\_\_\_