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COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: SCOR Global Life Re Insurance Company of Texas

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:

Brent Kessler Name of Contact Person

SCOR Reinsurance Company Firm/Company

199 Water Street, Suite 2100 Address

> New York, NY 10038 City/State and Zip Code

bkessler@scor.com E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Brent Kesslerat (212)884-9679Name of Contact PersonArea 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.)

(1-3 MUST BE COMPLETED) P06132 (Document number of corporation (if known) SCOR Global Life Re Insurance Company of Texas (Name of corporation as it appears on the records of the Department of State) 2			SECTION I	5 6
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	(5	Signature of a director, president or other officer - tha receiver or other court appointed fiduciary, by	if in the hands	

Asst. Corp. Secretary (Title of person signing)

Brent Kessler (Typed or printed name of person signing)



PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SCOR GLOBAL LIFE REINSURANCE COMPANY OF DELAWARE" FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 3:25 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5419814 8100D

131495921 You may vurify this certificate online at corp.dalaware.gov/authwar.shtml

Jeffrey W. Bullock, Secretary of State AUTHENTACATION: 1025098

EN13(CATION: 1025098

DATE: 12-31-13

State of Delaware Secretary of State Division of Corporations Delivered 03:25 PM 12/31/2013 FILED 03:25 PM 12/31/2013 SRV 131495921 - 5419814 FILE

CERTIFICATE OF INCORPORATION

OF

SCOR GLOBAL LIFE RE INSURANCE COMPANY OF TEXAS

ARTICLE I

The name of the corporation is 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 registered office in the State of Delaware shall be 2711 Centerville Road, Suite 400, Wilmington, DE, County of New Castle, 19808. The name of the registered agent therein and in charge thereof upon whom process against this corporation may be served is Corporation Service Company.

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.

<u>ARTICLE YII</u>

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.

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 31" day of December 2013.

Incorporator Maxine H. Verne

Name and Address of Incorporator: Maxine H. Verne 199 Water Street Suite 2100 New York, NY 10038



PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "SCOR GLOBAL LIFE REINSURANCE COMPANY OF DELAWARE", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 3:25 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5419814 8100

131495926 You may verify this certificate online at corp.dalaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 1025121

DATE: 12-31-13

State of Delaware Secretary of State Division of Corporations Delivered 03:25 PM 12/31/2013 FTLED 03:25 PM 12/31/2013 SRV 131495926 - 5419814 FILE

RESTATED CERTIFICATE OF INCORPORATION OF

SCOR GLOBAL LIFE REINSURANCE COMPANY OF DELAWARE

SCOR Global Life Re Insurance Company of Texas, a corporation organized and existing under the laws of the State of Delaware as of the date of filing of this certificate, hereby certifies as follows:

1. The name of the corporation is SCOR Global Life Re Insurance Company of Texas. The corporation was originally incorporated in the State of Delaware on December 31, 2013.

2. SCOR Global Life Re Insurance Company of Texas has been domesticated from the State of Texas to the State of Delaware pursuant to Section 4946 of the Delaware Insurance Code (18 <u>Del.</u> C §4946) and all other applicable provisions of Delaware and Texas law and a Certificate of Incorporation incorporating all of the provisions of the prior Texas Articles of Incorporation as amended has today been filed as the Certificate of Incorporation of the Corporation (the "Delaware Certificate of Incorporation") to implement its domestication to Delaware. The corporation now is filing this Restated Certificate of Incorporation to replace that Delaware Certificate of Incorporation to change the name of the Company to SCOR Global Life Reinsurance Company of Delaware.

3. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates and integrates and further amends the provisions of the original Texas Articles of Incorporation as previously amended and becomes the Certificate of Incorporation of this Corporation.

The text of the Restated Certificate of Incorporation as heretofore filed, amended or supplemented in Texas is hereby restated and further amended and reads in its entirety as follows:

Ϋ,

RESTATED CERTIFICATE OF INCORPORATION

OF

SCOR GLOBAL LIFE REINSURANCE COMPANY OF DELAWARE

ARTICLE I

The name of the corporation is SCOR Global Life Reinsurance Company of Delaware (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 Delaware.

ARTICLE III

The registered office in the State of Delaware shall be 2711 Centerville Road, Suite 400, Wilmington, DE, County of New Castle, 19808. The name of the registered agent therein and in charge thereof upon whom process against this corporation may be served is Corporation Service Company.

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 Reinsurance Company of Delaware 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

11 . 11

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.

4. The effective date of the Certificate shall be December 31, 2013