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January 5, 2001

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Capitol Bankers Life Insurance Company Name Change and Redomestication

Dear Sir/Madam,

On behalf of Capitol Bankers Life Insurance Company ("Capitol"), a licensed insurer in the State of Florida, we hereby provide notice that Capitol has changed its name to Annuity & Life Reassurance America, Inc. We also hereby provide notice that Capitol has redomesticated from Michigan to Connecticut. The effective date for both the name change and redomestication is December 12, 2000. Enclosed please find (1) a completed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida form, (2) a certified copy of the Amended Articles of Incorporation, and (3) a check in the amount of \$96.25 made payable to the Department of State for the following fees:

- 1) \$35.00 for the application filing fee;
- 2) \$52.50 for a certified copy; and
- 3) \$8.75 for a Certificate of Status.

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If you should have any questions or require any additional information, please do not hesitate to contact me at the above-referenced telephone number.

Best regards,

Very truly yours,



John N. Emmanuel

Enclosures

cc: Mr. Bryan J. Featherstone (with enclosures)
Alan J. Levin, Esquire (with enclosures)

Amendment

RECEIVED JAN 7 2001

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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)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Capitol Bankers Life Insurance Company
Name of corporation as it appears on the records of the Department of State.

2. Michigan 3. July 22, 1980
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGE\$)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 12, 2000

5. Annuity & Life Reassurance America, Inc.
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.

Connecticut
New Jurisdiction

<u><i>Bryan J. Featherstone</i></u> Signature	<u>December 26, 2000</u> Date
<u>Bryan J. Featherstone</u> Typed or printed name	<u>President</u> Title



STATE OF CONNECTICUT

INSURANCE DEPARTMENT

FILING #0002190688 PG 01 OF 07 VOL B-00378
FILED 12/12/2000 03:10 PM PAGE 03398
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that

- the redomestication of Capitol Bankers Life Insurance Company, a Michigan Corporation, pursuant to Section 38a-58a Connecticut General Statutes is approved, and
- the name change from Capitol Bankers Life Insurance Company to Annuity & Life Reassurance America, Inc. is approved, and,
- the attached Certificate of Redomestication and Amended and Restated Certificate of Incorporation effecting its change of domicile and change of name are also approved.

Witness my hand and official seal, at HARTFORD,

This 11th day of December 2000

A handwritten signature in black ink that reads "Susan F. Cogswell".

Susan F. Cogswell
Insurance Commissioner

Certificate of Approval

**ARTICLES OF REDOMESTICATION
OF
CAPITOL BANKERS LIFE INSURANCE COMPANY**

The name of this corporation is Capitol Bankers Life Insurance Company (the "Corporation"). The Corporation was originally incorporated in the State of Minnesota on November 22, 1963. The Corporation redomesticated from Minnesota to Michigan on December 31, 1996. In connection with its redomestication from the State of Michigan to the State of Connecticut, the Amended and Restated Certificate of Incorporation of Capitol Bankers Life Insurance Company, dated as of November 19, 1996, (the "Certificate") are hereby amended and restated in their entirety, to read as set forth in Articles I through XII below, to conform to Connecticut law. These Articles of Redomestication of the Corporation as set forth below were duly adopted by Unanimous Written Consent of the sole Shareholder of the Corporation dated December 7, 2000 and by the Board of Directors on December 7, 2000 and all amendments included in such Articles of Redomestication have been adopted pursuant to the Connecticut law and there is no discrepancy between the Certificate and the Articles of Redomestication set forth below, other than the inclusion of amendments adopted herein, and the omission of matters of historical interest.

The provisions set forth in these Articles of Redomestication and Amended and Restated Articles of Incorporation shall be effective the date the Connecticut Insurance Department grants the Corporation's application to redomesticate to Connecticut. These Articles supersede the original Certificate and all amendments thereto. These Articles of Redomestication and Amended and Restated Articles correctly set forth the provisions of the Certificate, as amended, of the Corporation.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

ANNUITY & LIFE REASSURANCE AMERICA, INC.

Article I

The name assumed by this corporation and by which it shall be known in law is:

Annuity & Life Reassurance America, Inc.

and its principal office for the transaction of business shall be in the City of Hartford, State of Connecticut.

Article II

This corporation is organized for the purposes of doing an insurance business, namely:

1. To insure the lives of individuals under life insurance plans both fixed and variable, individual, group and franchise; to grant, purchase and dispose of annuities both fixed and variable, individual, group and franchise; to insure either individually, or on a group or franchise plan, the health of persons against personal injuries, disablement, or death, resulting from accident and/or sickness; and to reinsure any part of said risks and to assume any other like risks. To have all the power conferred by the laws of the State of Connecticut upon a corporation organized for the purpose of insuring the lives of individuals, and to issue all such forms of insurance contracts as pertain to or may be connected with the business of life insurance as it now is or may be hereafter carried on in the United States of America.
2. To issue any or all of its policies or contracts with or without participation in profits, savings or surplus; to classify policies issued on a participating or non-participating basis, and to determine the right to participate and the extent of participation of any class or classes of policies.
3. To have the power to establish either or both general and/or separate accounts in connection with the business authorized hereunder and to have the power to act as, or to establish, an investment advisor.
4. To have the right to buy, hold, sell, and convey personal property and such real estate, or interests therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation, or as may be permitted by law.
5. To have all the powers conferred by law on a life insurance company organized for the purposes above set forth; and in connection therewith to have all powers conferred by law on all corporations organized and doing business under and by the authority of Chapter 33 and Chapter 38a of the Connecticut General Statutes.

Article III

The term of existence of the corporation shall be perpetual.

Article IV

The annual meeting of the stockholders shall be held on the second Wednesday of June each year at a place designated by the By-Laws and located either within or without the State of Connecticut, or, if no place is designated or fixed in accordance with the By-Laws, at the corporation's principal office.

Article V

The authorized capital stock of the corporation shall be 3,000,000 shares of Common Stock of a par value of \$1.34 each. All stock shall be issued for cash or property as provided by the law and when issued shall be fully paid non-assessable and shall be issued at such times and in such amounts as the Board of Directors of the corporation shall from time to time determine, subject to such approval of the Insurance Commissioner of the State of Connecticut as may be required by law.

Prior to redomestication to Connecticut, 1,865,675 shares of Common Stock were issued and outstanding with a resultant paid-in capital of \$2,500,004 and 10,000,000 shares of Preferred Stock of a par value of \$1.00 each were authorized. No shares of Preferred Stock were issued and outstanding. Prior to redomestication, the corporation had paid-in and contributed surplus of \$11,181,861 as of May 31, 2000. These amounts remain unchanged after the redomestication.

The designations and the voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions hereof, of the Common Stock are as follows: Holders of Common Stock shall be entitled to one (1) vote per share at any meeting of shareholders.

Article VI

The affairs of this corporation shall be managed by a Board of Directors of not fewer than one (1) director. All Directors will be elected each year at the meeting of the shareholders by a plurality of the votes cast by the shares entitled to vote in the election so long as a quorum is present.

The Directors may elect a Chairman of the Board, a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers. The Directors may appoint an Executive Committee, with authority to act for such Board of Directors as they see fit or as may be provided for by the By-Laws of the corporation.

Directors and Officers and members of the Executive Committee shall serve until their successors have been elected and qualified. The Board of Directors shall have the authority to fill vacancies for the unexpired portion of a term.

Article VII

Corporate shareholders may vote through a properly designated representative or through a properly executed proxy. All proxies must be filed with the Secretary at least one (1) day prior to an election or meeting at which they are to be used or for such additional time as may be provided by the By-Laws.

An appointment of a proxy is valid for eleven months unless a longer period is provided in the appointment form. It may be revoked at any time by the stockholder who executed it, unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest, as defined in Connecticut General Statutes Section 33-706(d).

Article VIII

Any written instrument may be executed by any Officer or Officers, agent or agents, or other person or persons specifically designated by resolution of the Board of Directors of this corporation. The corporation shall have a corporate seal which shall bear the words: "Annuity & Life Reassurance America, Inc."

Article IX

The private property of the shareholders of this corporation shall be exempt from corporate liabilities, and this Article shall not be amended.

Article X

The Board of Directors is authorized to adopt, alter, amend or repeal By-Laws and to adopt new By-Laws not inconsistent with the law or these Articles of Incorporation.

A majority of the Board of Directors constitutes a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Upon written notice of the time and place and purpose or purposes of any special meeting any of the Directors in between regular meetings of the Board of Directors may consent in writing to any specific action to be taken by the corporation; if approved by a majority of the Directors at such special meeting, including those consenting in writing, such action shall be as valid a corporation act as though authorized at a regular meeting of the Directors. The minutes of such approval and action shall be fully recorded, each written consent shall be reviewed at the next regular meeting of the Board of Directors.

The stockholders of the corporation may, repeal, alter or amend any existing By-Laws made by the Board of Directors, or adopt such By-Laws as they deem appropriate by a majority vote or unanimous written consent.

Article XI

Subject to the requirements of the Connecticut General Statutes, these Articles, except Article IX, may be amended at any annual meeting of the shareholders or at any special meeting thereof called for that purpose, and such amendment shall be made by the affirmative vote of a majority of the shares of common stock entitled to be cast on the amendment, in person or by proxy, provided, however, that a quorum is present at said meeting or by unanimous written consent. For the purpose of this Article, as well as all other Articles of these Articles of Incorporation, a quorum is hereby established to be the stockholders in person or by proxy representing fifty-one (51%) percent of the issued and outstanding stock of the corporation. At any meeting of the stockholders to consider and act upon any proposed amendment of the Articles of Incorporation, the stockholders may adopt any modification or revision thereof proposed at said meeting.

Article XII

To the fullest extent permitted by law, the personal liability of a director to the corporation or its shareholders for monetary damages for breach of duty as a director is limited if such breach did not: (A) involve a knowing and culpable violation of law by the director; (B) enable the director or an associate, as defined in Section 33-840, to receive an improper personal economic gain; (C) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation; (D) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation; or (E) create liability under Section 33-757; provided no such provision shall limit or preclude the liability of a director for any act or omission occurring prior to the effective date of such provision.

If Connecticut law is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be eliminated or limited to the fullest extent permitted by Connecticut law as so amended. No amendment or repeal of this Article XII shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of any such amendment or repeal.

IN WITNESS WHEREOF, I, the party hereby associating, for the purpose of giving legal effect to these Articles of Incorporation, hereunto sign our names this 7th day of December, 2000.

By:

David A. Van Der Beek

David A. Van Der Beek, Secretary

STATE OF CONNECTICUT)
COUNTY OF HARTFORD)

On this 7th day of December, 2000 before me, a notary public in and for said county, personally appeared David A. Van Der Beek, known to me to be the person named in and who executed the foregoing instrument for the intents and purposes therein mentioned.

[Signature]
Notary Public, County of Hartford
State of Connecticut
My Commission expires: 7/31/2005

Sturges
~~SECRETARY OF THE STATE~~

this 14th day of December A.D. 2000

and affixed the Seal of said State, at Hartford,
In Testimony whereof, I have hereunto set my hand,

in this Office
I hereby certify that this is a true copy of record

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE }
SS. HARTFORD }