



PACIFIC MUTUAL

804584

Anita Fein  
Law Department, Suite 500  
Tel: 714/640-3754  
Fax: 714/640-3760

Via Express Mail

September 1, 1997

Florida Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

200002285052--1  
-09/04/97--01092--001  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Re: Pacific Mutual Life Insurance Company

Attached for processing is a manually signed Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transaction Business in Florida.

A certified copy of the amended and restated articles of incorporation of Pacific Life Insurance Company, filed and approved by the California Secretary of State's office is attached to the above application.

Finally, check no. 061809786 for \$96.25 is enclosed in payment of the applicable filing fee, certified copy of the application, and a certificate of status.

To acknowledge your receipt of this letter, please stamp the enclosed duplicate copy and return it in the stamped, self-addressed envelope provided for your use.

Sincerely,

*Anita Fein*

Anita Fein  
Senior Paralegal

AF/Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 SEP -1 AM 10:58

APPROVED  
AND  
FILED

*804584  
PACIFIC MUTUAL  
Sept 1 1997*

**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. Pacific Mutual Life Insurance Company  
Name of corporation as it appears on the records of the Department of State.
2. California 3. July 15, 1936  
Incorporated under laws of 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? September 1, 1997

5. Pacific Life Insurance 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.

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New Duration

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

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New Jurisdiction

Glenn S. Schafer  
Signature

September 1, 1997  
Date

Glenn S. Schafer  
Typed or printed name

President  
Title

97 SEP - 14 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

State of California

A496671

SECRETARY OF STATE



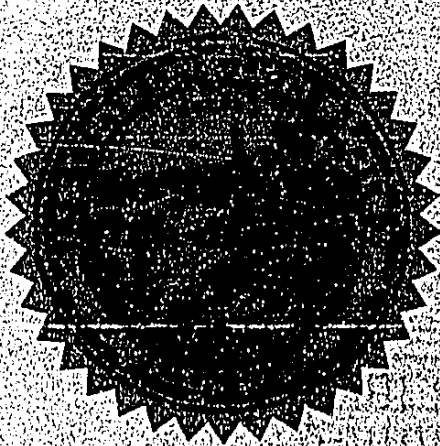
*Bill Jones*

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

That the attached transcript has been compared with the record on file in this office, 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

SEP 02 1997



*Bill Jones*

Secretary of State

4436671

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PACIFIC LIFE INSURANCE COMPANY

ENDORSED  
FILED  
In the office of the Secretary of State  
of the State of California

SEP 01 1997

*Bill Jones*  
BILL JONES, Secretary of State

Thomas C. Sutton and Audrey L. Milfs certify that:

1. They are the Chief Executive Officer and Secretary, respectively, of Pacific Mutual Life Insurance Company (the "Company"), a mutual life insurance company organized under the laws of the State of California.
2. The Articles of Incorporation of this Corporation are amended and restated to read as follows:

AMENDED AND  
RESTATED ARTICLES OF INCORPORATION

of

PACIFIC LIFE INSURANCE COMPANY

I.

The name of the Corporation is PACIFIC LIFE INSURANCE COMPANY.

II.

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. The business of the Corporation is to be an insurer, subject to the provisions of the California Insurance Code. This insurer is organized to transact life and disability insurance as specifically authorized by its California Certificate of Authority.

III.

The Corporation is authorized to issue six hundred thousand shares of Common Stock with a par value of fifty dollars (\$50.00) per share, having an aggregate par value of thirty million dollars (\$30,000,000). Common Stock shall only be issued to Pacific LifeCorp.

IV.

(a) The liability of the directors of the 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) for breach of duty to the Corporation and its shareholders through Bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, provided that any such excess indemnification involving a breach of duty to the Corporation and its shareholders shall be subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code and shall be paid only from realized or realizable earned surplus as specified in Section 10530 of the California Insurance Code.

V.

The number of directors of this Corporation shall be not less than 9 or greater than 17. The exact number of directors shall be fixed within these specified limits by the Board of Directors or the shareholders in the manner provided in the Bylaws.

VI.

Any action which may be taken at a meeting of the shareholders, may be taken without a meeting if authorized by a writing signed by all of the holders of shares who would be entitled to vote at a meeting for such purpose, and filed with the secretary of the Corporation.

3. The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of members.

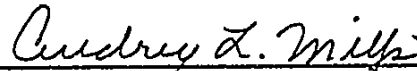
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

IN WITNESS WHEREOF, each of the undersigned, being the duly authorized Chief Executive Officer and the Secretary of the Company, for the purpose of amending the Articles of Incorporation of the Corporation pursuant to Section 11542 of the California Insurance Code, declares under penalty of perjury that the statements contained in the foregoing Certificate are true of his or her own knowledge, and makes and files this Certificate, and accordingly has set his or her hand, this 27th day of August, 1997. Executed at Newport Beach, California.



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Thomas C. Sutton  
Chief Executive Officer



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Audrey L. Milfs  
Secretary

STATE OF CALIFORNIA  
DEPARTMENT OF INSURANCE

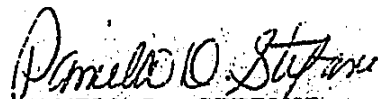
San Francisco

I, CHUCK QUACKENBUSH, Insurance Commissioner of the State of California, do hereby certify that on the date specified herein, the name Pacific Life Insurance Company has been approved and reserved in California as name change for Pacific Mutual Life Insurance Company for a period of 90 days from the date herein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year specified below.

CHUCK QUACKENBUSH  
Insurance Commissioner

By



PAMELA D. STEFANI  
Deputy  
April 4, 1997

A California corporation must attach this Certificate to its Articles of Incorporation (Amendment) filed with the California Secretary of State.

Note: This certificate does not authorize the subject entity to transact business in California unless and until a Certificate of Authority or license has been issued.

CERTIFIED COPY

I, Victoria S. Sidbury  
DEPUTY INSURANCE COMMISSIONER OF THE  
STATE OF CALIFORNIA, HAVE COMPARED THE  
ANNEXED COPY WITH THE ORIGINAL RECORD  
ON FILE WITH THE DEPARTMENT OF INSURANCE  
AND DO HEREBY CERTIFY THAT IT IS A TRUE  
TRUE AND CORRECT COPY OF THE ORIGINAL  
RECORD.

No 6562

WITNESS MY HAND AND SEAL OF THE  
INSURANCE COMMISSIONER OF THE STATE OF  
CALIFORNIA THIS 29th day of August, 1997.

SAN FRANCISCO

Amended

Victoria S. Sidbury Certificate of Authority  
Deputy Insurance Commissioner

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

Pacific Life Insurance Company

of Newport Beach, 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 1st day  
of September, 1997, I have hereunto set  
my hand and caused my official seal to be affixed this 28th  
day of August, 1997.



By

Victoria S. Sidbury  
Deputy  
Insurance Commissioner

NOTICE  
Qualification with the Secretary of State must be accomplished as required by the California Corporations Code  
promptly after issuance of this Certificate of Authority. Failure to do so will be a violation of Ins. Code Sec. 701  
and will be grounds for revoking this Certificate of Authority pursuant to the covenants made in the application  
therefor and the conditions contained herein.



