

814485

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300207384533

05/10/11--01022--010 **35.00

Handwritten signature and date: 5-17-11

FILED
MAY 10 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: OM Financial Life Insurance Company
Name of Corporation

DOCUMENT NUMBER: 814485

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mary T. Porter, Esquire
Name of Contact Person

Funk & Bolton, P. A.
Firm/Company

36 South Charles Street, 12 Floor
Address

Baltimore, MD 21201
City/State and Zip Code

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

For further information concerning this matter, please call:

Fred Santiago at (410) 659-4976
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)

814485

(Document number of corporation (if known))

1. OM Financial Life Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Maryland (Incorporated under laws of)
3. June 14, 1960 (Date authorized to do business in Florida)

2011 MAY 10 AM 8:32
FILED
SECRETARY OF STATE
TALLAHASSEE 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? April 11, 2011

5. Fidelity & Guaranty 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)

N/A

(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.

N/A

(New duration)

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

N/A

(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)

Eric L. Marhoun

(Typed or printed name of person signing)

Secretary

(Title of person signing)

OM FINANCIAL LIFE INSURANCE COMPANY
ARTICLES OF AMENDMENT

OM Financial Life Insurance Company, a Maryland corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The charter of the Corporation is hereby amended by deleting existing Article Second in its entirety and adding a new article to read as follows:

"SECOND: The name of the Corporation is: Fidelity & Guaranty Life Insurance Company."

SECOND: The amendment to the charter of the Corporation as set forth above has been approved by a majority of the entire Board of Directors and the amendment is limited to a change expressly authorized by Section 2-605(a)(1) of the Corporations & Associations Article, Annotated Code of Maryland, to be made without action by the stockholder.

THIRD: The amendment to the charter of the Corporation as set forth above shall become effective on the later of: (i) the date the State Department of Assessments and Taxation accepts the amendment for record; or (ii) immediately after closing occurring pursuant to a First Amended and Restated Stock Purchase Agreement dated February 17, 2011 between OM Group (UK) Limited and Harbinger OM, LLC, but no later than 30 days after the amendment is accepted for record by the State Department of Assessment and Taxation.

FOURTH: The undersigned General Counsel and Senior Vice President acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned General Counsel and Senior Vice President acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

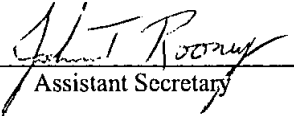
[Signature on Following Page]

<u>STATE OF MARYLAND</u>	
I hereby certify that this is a true and complete copy of the _____ page document on file in this office. DATED: <u>2/11/11</u> <u>24</u>	
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION	
BY: <u>Sherry J. [Signature]</u>	Custodian
This stamp replaces our previous certification system. Effective: 6/95	


IN WITNESS WHEREOF, the Corporation has caused these Articles to be signed in its name and on its behalf by its General Counsel & Senior Vice President and attested to by its Assistant Secretary on this 6th day of April, 2011.

ATTEST:

OM Financial Life Insurance Company:



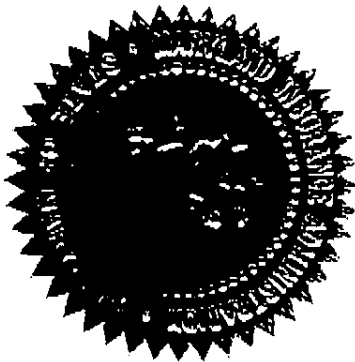
Assistant Secretary

By: 

General Counsel &
Senior Vice President

CERTIFICATE OF INSURANCE COMMISSIONER

I **HEREBY CERTIFY**, that the attached Articles of Amendment of OM Financial Life Insurance Company (a Maryland Corporation), changing their name to Fidelity & Guaranty Life Insurance Company have been submitted to me for examination and have been found to be in accordance with the Insurance Laws of the State of Maryland.



IN WITNESS WHEREOF, I have hereunto
set my Hand and Affixed the Official Seal
of my Office in the City of Baltimore, this
this 6 day of April 2011.

Beth Sammis
Beth Sammis
Acting Insurance Commissioner

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE 09A BUSINESS CODE _____

D 00100529

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____

FEES REMITTED

Base Fee: 100

Org. & Cap. Fee: _____

Expedite Fee: 650

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

30 Certified Copies

Copy Fee: 169

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Mail Processing Fee: _____

Other: _____

TOTAL FEES: 919

Credit Card _____ Check _____ Cash _____

_____ Documents on _____ Checks

Approved By: 9

Keyed By: _____

COMMENT(S):

Affix Barcode Label Here

Affix Barcode Label Here

New Name

Fidelity & Guaranty
Life Insurance Company

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Change of Business Code

Adoption of Assumed Name

Other Change(s)

Code _____

Attention: Iris Maopziner

Mail: Name and Address

Funk + Bolton PA

36 S Charles St 12th Fl.

Baltimore MD 21201



A PROFESSIONAL ASSOCIATION
 TWELFTH FLOOR
 36 SOUTH CHARLES STREET
 BALTIMORE, MARYLAND
 21201-3111
 PHONE: 410.659.7700
 FAX: 410.659.7773
 www.fblaw.com

DAVID M. FUNK (MD)
 BRYAN D. BOLTON (MD, PA)
 REN L. TUNDERMANN (MD)
 CHARLES D. MACLEOD (MD)
 LINDSEY A. RAJDER (MD)
 DEREK B. YARMS (MD, DC)
 JEFFERSON L. BLOMQUIST (MD)
 MICHAEL P. CUNNINGHAM (MD, DC)
 JAMES F. TAYLOR (MD)
 MARK A. BARGONESS (MD, DC, VA, CA)
 CHRISTOPHER W. POMERMAN (MD, DC, DE, NJ)
 DONALD B. DAVIS, JR. (MD)
 ELISSA D. LEEVAN (MD)
 ERIC S. SCHUSTER (MD, DC, PA)
 SCOTT R. JAMISON (MD, DC)
 JENNIFER S. LUBINSKI (MD, DC)
 KAREN J. KRUGER (MD)
 KIMBERLY Y. ROBINSON (MD)
 MARY T. PORTER (DC, MD)

SENIOR COUNSEL
 KAREN P. RUFF (MD)
 MARY E. MCGRAITH (MD)

ASSOCIATES
 SHAN DINOVITZ (MD)
 PATRICK W. THOMAS (MD)
 JUSTIN S. LANDRETH (MD, NY)
 MARC A. CAMPBELL (MD, DC, NY)
 MICHELLE R. SAWYER (MD)
 KIMBERLY M. BENNETT (MD)

OF COUNSEL
 STEPHEN P. CARNEY (MD)
 ROBERT H. LEEVAN (MD)
 RONALD L. SOUTHERS (PA, DC)
 AMY L. STRACHAN (PA, NJ)

Writer's Direct Dial (410) 659-8323
 mporter@fblaw.com

May 6, 2011

Amendment Section
 Division of Corporations
 Clifton Building
 2661 Executive Center Circle
 Tallahassee, FL 32301

Re: Fidelity & Guaranty Life Insurance Company formerly OM Financial Life Insurance Company – NAIC
 Number: 63274
 Amended Certificate of Authority to Transact Business in Florida

Dear Sir/Madam:

Fidelity & Guaranty Life Insurance Company, formerly OM Financial Life Insurance Company, was acquired by Harbinger OM, LLC on April 6, 2011 pursuant to an Order by the Maryland Insurance Administration, issued on March 31, 2011, approving the acquisition. On April 11, 2011 the Company changed its name to Fidelity & Guaranty Life Insurance Company.

On behalf of Fidelity & Guaranty Life Insurance Company, we are submitting with this letter the Application for Foreign Profit Corporation Amendment to Transact Business in Florida and a check for the \$35.00 fee required for the processing of this Corporate Amendment application. We are also enclosing a certified copy of the Articles of Amendment filed in Maryland.

Please contact me if you have any questions or need additional information.

Thank you for processing this Corporate Amendment application.

Sincerely,

Mary T. Porter

Enclosures