

PaineWebber Life Insurance Company
Administrative Office
601 6th Avenue
Des Moines, Iowa 50309
NAIC# 000-67423

816186

PaineWebber Life

May 6, 2002

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

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Subject: Company Name Change

This is to inform you that we are changing our company name from PaineWebber Life Insurance Company to UBS PaineWebber Life Insurance Company. We were informed of the necessity of this filing with your Department in recent correspondence with the office of the Treasurer of the State of Florida, Department of Insurance.

Our state of domicile, California, approved our name change, effective December 18, 2001. We were notified of the approval on December 27, 2001. Please note, this did not necessitate a change to the home office, executive office or administrative office addresses or phone numbers. The addresses and phone numbers are as follows:

Home office address:
555 California Street, Suite 3200
San Francisco, CA 94101
800-986-0088

Executive office address:
1000 Harbor Boulevard, 7th Floor
Weehawken, NJ 07086
201-352-6634

Administrative office address:
601 6th Avenue
Des Moines, IA 50334
800-986-0088

FILED
02 MAY -7 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have any questions or concerns, please contact me by phone (800-987-8988), fax (515-245-2041), or e-mail (sally_cone@aric.com).

Cordially,



Sally M. Cone
Insurance Department Relations

SMC/sz

Susan Zaifer GAVE
AUTHORIZATION BY PHONE TO
CORRECTABLE OF NC IN CALIFORNIA
DATE 5/15/02
DOC. EXAM

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
CLERK OF STATE
TALLAHASSEE, FLORIDA
02 MAY -7 PM 1:22

(Document Number of Corporation (If known))

1. PaineWebber Life Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. California _____ 3. June 29, 1962
(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? December 3, 2001

5. UBS PaineWebber 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.

(New duration)

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

(New jurisdiction)

Gerianne Silva
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

4/7/02
(Date)

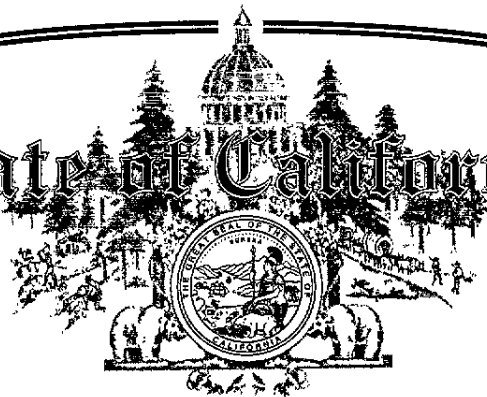
Gerianne Silva

(Typed or printed name)

Senior Vice President

(Title)

State of California



SECRETARY OF STATE

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

That the attached transcript of 3 page(s) was prepared by and in this office from the record on file, 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 day of

APR 11 2002



Bill Jones

Secretary of State

A0573739

325381
AMENDED AND RESTATED

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

DEC 3 2001

Bill Jones
BILL JONES, Secretary of State

ARTICLES OF INCORPORATION
OF PAINWEBBER LIFE INSURANCE COMPANY

John Mulhall and Gerianne J. Silva hereby certify that:

1. They are the President and Secretary, respectively, of PaineWebber Life Insurance Company, a California corporation ("Corporation").
2. The Articles of Incorporation of the Corporation are amended and restated to read as herein set forth in full:

I.

The name of this Corporation is: UBS PaineWebber Life Insurance Company.

II.

1. The purpose of this 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.
2. The primary business of the Corporation is to be an insurer and the Corporation intends to engage in the transacting of the business of life insurance, disability insurance, and any and all other classes of insurance in which this Corporation may now or hereafter be permitted to engage under the laws applicable to it.

III.

This Corporation elects to be governed by all of the provisions of the General Corporation Law of 1977 not otherwise applicable to it under Chapter 23 thereof.

IV.

The Corporation is authorized to issue only one (1) class of shares of stock. The total number of shares of such stock which the Corporation is authorized to issue is Twenty-Five Thousand (25,000) shares with an aggregate par value of Two Million Five Hundred Thousand Dollars (\$2,500,000) and each share shall have a par value of One Hundred Dollars (\$100).

V.

The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

VI.

This Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California General Corporate Law) to the fullest extent permissible under California law.

VII.

For the management of the business and for the conduct of the affairs of the Corporation, it is further provided that the Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation in the manner prescribed by the California General Corporation Law.

VIII.

Elections for directors need not be by ballot unless a shareholder demands election by ballot at the meeting and before the voting begins or unless the bylaws so require.

IX.

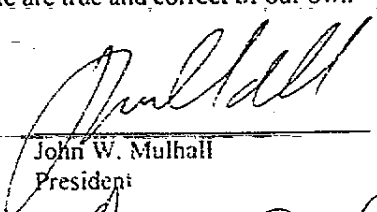
The Corporation reserves the right at any time and from time to time, to amend, alter, change or repeal, in the manner prescribed by the California General Corporate Law, any provision contained in these Amended and Restated Articles of Incorporation, and other provisions authorized by the laws of the state of California at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges or whatsoever nature conferred upon shareholders, directors or any other persons whomsoever by and pursuant to these Amended and Restated Articles of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

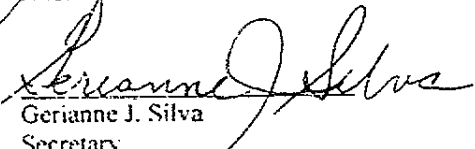
3. The foregoing Amended and Restated Articles of Incorporation has been fully approved by the Board of Directors of this Corporation.

4. The foregoing Amended and Restated Articles of Incorporation has been duly approved by the sole shareholder of this Corporation in accordance with the Bylaws and Amended Articles of Incorporation of the Corporation and Section 902 of the California General Corporation law. The total number of outstanding shares entitled to vote with respect to the foregoing amendment and restatement was 25,000, and the number of outstanding shares voting in favor of the foregoing amendment and restatement was 25,000.

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.

Dated: 7/27/28, 2001


John W. Mulhall
President


Gerianne J. Silva
Secretary

STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE

San Francisco

I, HARRY W. LOW, Insurance Commissioner of the State of California, do hereby certify that on the date specified herein, the name **UBS PaineWebber Life Insurance Company** has been approved and reserved in California as a name change for **PaineWebber 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.

HARRY W. LOW
Insurance Commissioner

By 
Pamela D. Stefani

Deputy
November 21, 2001

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.

