

836238

Florida Department of State
Division of Corporations
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From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

06 MAR 30 PM 3:00

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

GE GROUP LIFE ASSURANCE COMPANY

| | |
|-----------------------|---------|
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by N.C.

MAR. 30. 2006 8:34AM CORPORATION SERVICE COMPANY

NO. 7554 P. 2
H06000084594 3

**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)**

836238

(Document number of corporation (if known))

- 1. GE Group Life Assurance Company
(Name of corporation as it appears on the records of the Department of State)
- 2. Connecticut
(Incorporated under laws of)
- 3. 04/26/1976
(Date authorized to do business in Florida)

FILED
06 MAR 30 PM 3:00
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? 03/24/2006
- 5. Genworth Life and Health 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)

(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.

(New duration)

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

(New jurisdiction)

Shelley M. Sullivan Schroeder

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Shelley M. Sullivan Schroeder
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

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I, the Secretary of the State, and keeper of the seal thereof, DO
HEREBY CERTIFY, that

PHOENIX AMERICAN LIFE INSURANCE COMPANY

a Delaware corporation, incorporated on July 31, 1973 changed its domicile
to Connecticut on September 12, 1991. The following comprises a list of
amendments filed in this office changing the name of the corporation as of
the date of this certificate:

| AMENDMENTS CHANGING THE NAME TO: | DATE FILED |
|---|----------------|
| GE GROUP LIFE ASSURANCE COMPANY | AUGUST 2, 2000 |
| GENWORTH LIFE AND HEALTH INSURANCE COMPANY | FEB. 27, 2006 |

Insofar as the records of this office reveal, the corporation is in existence.


Secretary of the State

Date issued: March 28, 2006

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