

836238

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

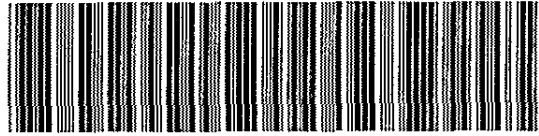
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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
07 SEP 20 PM 1:31



Alyssa Gair
Sr. Paralegal
Law Department

Sun Life Assurance
Company of Canada (U.S.)
SC 1335
One Sun Life Executive Park
Wellesley Hills, MA 02481-5699
Tel: 781-446-3288
800-432-1102 ext. 3288
Fax: 781-237-0707
alyssa.m.gair@sunlife.com

VIA FEDERAL EXPRESS

September 19, 2007

Florida Department of State
Division of Corporations
Clifton Bldg.
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Genworth Life and Health Insurance Company (the "Company")
Document Number: 836238

Dear Sir/Madam:

Enclosed please find the following with respect to the change in name of the Company:

- Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
- A copy of the Amended and Restated Certificate of Incorporation, with respect to the change in name of the Company as certified by the Commissioner of Insurance of the State of Connecticut;
- A Certificate of Good Standing from the Connecticut Secretary of State; and
- A check in the amount of \$35.00 to cover the filing fees.

Please feel free to contact me with any questions. Thank you.

Sincerely,



Alyssa Gair

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Genworth Life and Health Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: 836238

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alyssa M. Gair
(Name of Contact Person)

Sun Life Financial
(Firm/Company)

One Sun Life Executive Park
(Address)

Wellesley Hills, MA 02481
(City/State and Zip Code)

For further information concerning this matter, please call:

Alyssa M. Gair at (781) 446-3288
(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)

836238

(Document number of corporation (if known))

1. Genworth Life and Health Insurance Company

(Name of corporation as it appears on the records of the Department of State)

2. Connecticut

(Incorporated under laws of)

3. April 26, 1976

(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 1, 2007

5. Sun Life and Health Insurance Company (U.S.)

(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)

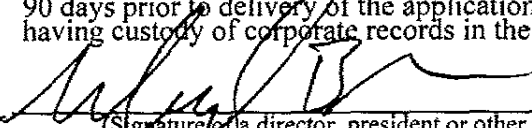
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

(New jurisdiction)

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)

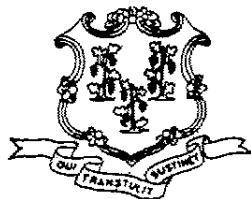
Michael S. Bloom

(Typed or printed name of person signing)

Secretary

(Title of person signing)

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SECRETARY OF STATE
CORPORATIONS
07 SEP 20 PM 1:31



State of Connecticut
Insurance Department

This is to Certify that the Amended and Restated Certificate of Incorporation of the Genworth Life and Health Insurance Company, with respect to the change of name to Sun Life and Health Insurance Company (U.S.), is approved pursuant to Connecticut General Statute §38a-59 effective December 1, 2007.

Witness my hand and official seal, at HARTFORD,
this 13th day of June, 2007.

A handwritten signature in black ink, appearing to read "Thomas R. Sullivan".

Thomas R. Sullivan
Insurance Commissioner

CERTIFICATE OF AMENDMENT STOCK CORPORATION

Office of the Secretary of the State
30 Trinity Street / P.O. Box 150470 / Hartford, CT 06115-0470 / Rev. 07/01/2003

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Filing Fee \$50.00

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FILED 07/05/2007 08:30 AM PAGE 02735
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF CORPORATION

Genworth Life and Health Insurance Company

2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C)

A. AMENDED

B. RESTATED

C. AMENDED AND RESTATED

The restated certificate consolidates all amendments into a single document.

3. TEXT OF EACH AMENDMENT / RESTATEMENT

Article 1 of the Corporation's Amended and Restated Certificate of Incorporation presently reads as follows:

"ARTICLE 1

NAME

The name of the Corporation is Genworth Life and Health Insurance Company."

Article 1 in its present form is to be stricken and replaced in its entirety with the following:

"ARTICLE 1

NAME

The name of the Corporation is Genworth Life and Health Insurance Company until November 30, 2007.
Effective December 1, 2007, the name of the Corporation shall be Sun Life and Health Insurance Company (U.S.)."

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check A, B or C)


A. The amendment was approved by shareholders in the manner required by sections 33-600 to 33-998 of the Connecticut General Statutes, and by the Certificate of Incorporation.

B. The amendment was approved by the incorporators.
No shareholder approval was required.

C. The amendment was approved by the board of directors.
No shareholder approval was required.

5. EXECUTION

Dated this 1st day of June, 2007

Michael S. Bloom	Secretary	
Print or type name of signatory	Capacity of signatory	Signature



CERTIFICATE OF SECRETARY

OF

GENWORTH LIFE AND HEALTH INSURANCE COMPANY

I, Michael S. Bloom, Secretary of Genworth Life and Health Insurance Company (the "Company"), a Connecticut corporation (the "Company"), do hereby certify that the board of directors of the Company, by unanimous written consent dated May 31, 2007, duly adopted the following resolutions, and such resolutions have not since been modified or rescinded:

"NOW THEREFORE BE IT RESOLVED that, subject to the requisite approval of the sole shareholder of the Company and the State of Connecticut Insurance Department, Article 1 of the Company's Amended and Restated Certificate of Incorporation in its current form be stricken and replaced in its entirety with the following:

"ARTICLE 1

NAME

The name of the Corporation is Genworth Life and Health Insurance Company until November 30, 2007. Effective December 1, 2007, the name of the Corporation shall be Sun Life and Health Insurance Company (U.S.)."

FURTHER RESOLVED that, subject to the requisite approval of the sole shareholder of the Company and the State of Connecticut Insurance Department, the Certificate of Amendment in the form attached hereto as Exhibit A, be, and the same hereby is, adopted and approved.

FURTHER RESOLVED that, any officer of the Company, be, and hereby is, authorized and directed to do or cause to be done any and all such other acts and things and to execute and deliver any and all such further documents as they may deem necessary or appropriate to carry into effect the full intent and purpose of the foregoing resolution, the taking of any such actions or the execution or delivery of any such documents by such officer to be conclusive evidence that the same were authorized by this resolution."

~~WITNESS~~ my hand and the seal of the Company this 1st day of June 2007.

Name: Michael S. Bloom
Title: Secretary

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

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

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 2TH day of JULY A.D. 2007

Susan Bysiewicz
SECRETARY OF THE STATE

Office of the Secretary of the State of Connecticut

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

certificate of redomestication

of

SUN LIFE AND HEALTH INSURANCE COMPANY (U.S.)

was filed in this office on September 12, 1991.

A certificate of amendment for PHOENIX AMERICAN LIFE INSURANCE COMPANY,
changing its name to GE GROUP LIFE ASSURANCE COMPANY, was filed on August 02,
2000.

A certificate of amendment for GE GROUP LIFE ASSURANCE COMPANY, changing its
name to GENWORTH LIFE AND HEALTH INSURANCE COMPANY, was filed on February
27, 2006.

A certificate of amendment for GENWORTH LIFE AND HEALTH INSURANCE COMPANY,
changing its name to SUN LIFE AND HEALTH INSURANCE COMPANY (U.S.), was filed on
July 05, 2007.

A certificate of dissolution has not been filed. Insofar as indicated by the records of this office,
such corporation is in existence.



Secretary of the State

Date issued: September 18, 2007

jw