

P00736



PACIFIC LIFE

CATHLEEN FAYE MILLER
SENIOR PARALEGAL
LAW DEPARTMENT
OFFICE: 949/219-4810
FAX: 949/219-3706
EMAIL: cfmiller@pacificlife.com

September 16, 1999

Ms. Susan Payne
Senior Section Administrator
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32314

RE: **Pacific Life & Annuity Company**
Formerly known as PM Group Life Insurance Company

Dear Ms. Payne,

300003000673--S
-09/29/99--01022--020
*****35.00 *****35.00

We are enclosing a copy of the executed form that changes the name of the company from PM Group Life Insurance Co. to PM Group Life Insurance Company. You indicated that the supporting evidence that I submitted for this change is sufficient. Also enclosed is the \$35.00 filing fee (I do not need a certified copy of this document).

The executed form which changes the name from PM Group Life Insurance Company to Pacific Life & Annuity Company is also enclosed. You indicated that the supporting evidence that I submitted for this change is sufficient. I had previously sent you the filing & certification fee.

I will need to have the certified copy of the Certificate of Good Standing sent to my attention so that I may give it to the Florida Department of Insurance so that they may issue our amended Certificate of Authority.

Thank you for your cooperation.

Sincerely,

Cathleen Miller
Senior Paralegal

N/C Amend.
+ change
in jurisdiction

FILED
99 SEP 29 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. PAYNE SEP 29 1999

PACIFIC LIFE INSURANCE COMPANY

700 Newport Center Drive, Newport Beach, California 92660-6397 Tel (949) 219-3011



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 3, 1999

Cathleen Miller, Senior Paralegal
Pacific Life Insurance Company
700 Newport Center Drive
Newport Beach, CA 92660-6397

SUBJECT: PM GROUP LIFE INSURANCE CO.
Ref. Number: P00736

This is in reply to your letter of August 20. I did try to reach you by phone recently but learned that you were out of the office until the second week of September.

I have reviewed the fax documents that you sent on September 26. These documents were never recorded with the Secretary of State and would need to be in order to appropriately reflect all changes for the corporation. I have taken the liberty of changing the first application to reflect the change from PM GROUP LIFE INSURANCE CO. (California) to PM GROUP LIFE INSURANCE COMPANY (Arizona). I am returning this application for your review. The certification that you previously faxed can be used as supporting evidence for this change and no additional certification is required. Please forward an additional fee of \$35 to file this document and for any certificates or certified needed, please add an additional \$8.75 each.

I am enclosing an application reflecting the change from PM GROUP LIFE INSURANCE COMPANY to PACIFIC LIFE & ANNUITY COMPANY. This application would need to be signed. The certification you previously sent is sufficient and no additional fee is needed.

I am enclosing some blank forms should you need them for any reason.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 599A00044021

Cathleen Faye Miller / Senior Paralegal / Law Dept
Pacific Life Insurance Company
cfmiller@pacificlife.com

Office: 949/ 219-4810 Fax: 219/ 640-3706



PACIFIC LIFE

Caution: The information contained in this fax is confidential and intended solely for the use of the addressee. Be aware that if the recipient is not the addressee or their employee or agent, any dissemination, distribution, copying or other unauthorized use of this communication is strictly prohibited.

To: Susan Payne

Fax: 850/487-6897

Florida Secretary of Corporations

Date: August 26, 1999

RE: PM Group Life Insurance Company / Pacific Life & Annuity Company

Dear Susan,

Thank you for your phone call today. I am enclosing two documents which may help to clear up the confusion here.

1. The first is a copy of the Articles of Merger of PM Group Life Insurance Company. If you will look at the first paragraph you will see that it is indicated that the surviving company shall be known as Pacific Life Insurance Company (not, "Co.") This document was filed on 9/28/90. The Arizona Corporation Commission certified this copy of 8/19/99 and I have attached a copy of the certification page.
2. The second document is the face page from the Amended & Restated Articles of Redomestication of PM Group Life Insurance Company. The second page shows the Arizona Corporation Commission certified date of 8/20/99.

I hope these will enable you to issued the new Certificate of Good Standing for the company, Pacific Life & Annuity Company

Thank you

Please call the above number (collect) if you receive this fax in error
or if you don't receive all the listed pages.



CATHLEEN FAYE MILLER
SENIOR PARALEGAL
LAW DEPARTMENT
OFFICE: 949/219-4810
FAX: 949/219-3706
EMAIL: cfmiller@pacificlife.com

August 20, 1999

Ms. Susan Payne
Florida Department of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32314

RE: **Pacific Life & Annuity Company**
Formerly known as PM Group Life Insurance Company

Dear Ms. Payne

As we discussed today on the phone, I am enclosing a copy of the Articles of Redomestication that have been certified by our corporate Secretary, Audrey L. Milfs

I have also enclosed a corrected copy of your amendment form.

We have previously submitted the appropriate fees with our letter of July 28th. The certified copy of the Good Standing Certificate may be returned to my attention. Thank you for your attention to this matter

Sincerely,

Cathleen Miller
Senior Paralegal

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. PM Group Life Insurance Co.
Name of corporation as it appears on the records of the Department of State.
2. California 3. 1/27/84
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? 9/28/90
5. PM GROUP 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.

Perpetual

New Duration

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

Arizona

New Jurisdiction

Audrey L. Milfs
Signature

8-20-99
Date

Audrey L. Milfs
Typed or printed name

Corporate Secretary
Title

FILED
99 SEP 29 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



STATE OF ARIZONA
CORPORATION COMMISSION

I hereby certify this to be a true
and complete copy of the document filed
in this office and admitted to record in
File No. 0209536-9

[Signature]
Executive Secretary

Dated: 8/19/99 By: Alma Castillo

567009 0012

IS TO CERTIFY that the corporate title
on is not in conflict, as of this date,
that of any insurer authorized to
issue insurance in Arizona.

Date Sept 28, 1990
ZENA DEPT OF INS (This certification
approval expires one
year from above date.)
it Chief Examiner

ARTICLES OF MERGER
OF

PM GROUP LIFE INSURANCE CO.,
A CALIFORNIA STOCK INSURANCE CORPORATION
INTO

PACIFIC FINANCIAL LIFE INSURANCE COMPANY OF ARIZONA,
AN ARIZONA STOCK INSURANCE CORPORATION

Pursuant to the provisions of Article 4, Section 10-074
of the Arizona Revised Statutes, the undersigned officers of each
corporation certify as follows:

FIRST:

The names of the corporations which are
parties to the merger are PACIFIC FINANCIAL
LIFE INSURANCE COMPANY OF ARIZONA, an Arizona
stock insurance corporation, ("Pacific Finan-
cial") and PM GROUP LIFE INSURANCE CO., a
California stock insurance corporation ("PM
Group"). PACIFIC FINANCIAL LIFE INSURANCE
COMPANY OF ARIZONA shall be the Surviving
Corporation, and shall change its name effec-
tive upon the merger to PM GROUP LIFE
INSURANCE COMPANY. A copy of the original
Agreement and Plan of Merger as well as a copy
of the Amended Agreement and Plan of Merger
are attached hereto as Exhibit A and incor-
porated herein by reference.

SECOND:

The PM Group has issued and outstanding
125,000 shares of common stock. Pacific
Financial has 2,900,000 shares of common stock
issued and outstanding. There is no other
class or series of stock of either corpora-
tion.

THIRD:

125,000 shares of stock of the PM Group voted
for the merger and none voted against.
2,900,000 shares of stock of Pacific Financial
voted for the merger and none voted against.

IN WITNESS WHEREOF, Pacific Financial and PM Group have
each caused these Articles of Merger to be signed by and on its
behalf this 28th day of September, 1990.

PM GROUP LIFE INSURANCE CO.

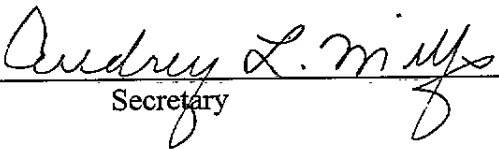
By: William L. Ferris
William L. Ferris, President

By: Andrey L. Mills
Andrey L. Mills, Secretary

SECRETARY'S CERTIFICATION

I, AUDREY L. MILFS, do hereby certify that I am the duly elected, qualified and acting Secretary of Pacific Life & Annuity Company (formerly PM Group Life Insurance Company), an Arizona corporation, and as such I do hereby further certify the foregoing to be a true and correct copy of the Articles of Redomestication of said corporation as filed with the State of Arizona Corporation Commission on September 28, 1990.

IN WITNESS WHEREOF, I have executed this certificate as Secretary of said corporation on this 20th day of August 1999.


Secretary



STATE OF ARIZONA
CORPORATION COMMISSION

I hereby certify this to be a true
and complete copy of the document filed
in this office and admitted to record in
File No. 226938

James Matthews
Executive Secretary

Dated: 9/28/90 By: Barclay Simon

THIS IS TO CERTIFY that the corporate title hereon is not in conflict, as of this date, with that of any insurer authorized to transact insurance in Arizona.

Date Sept. 28, 1990

ARIZONA DEPT OF INS

(This certification

approval expires one

Asst Chief Examiner year from SEPTEMBER OF REDOMESTICATION

OF

PM GROUP LIFE INSURANCE COMPANY

AZ. CORP. COMMISSION
FOR THE STATE OF AZ.
FILED

SEP 28 2:00 PM '90

APPR Carolyn Simon
DATE APPR 9-28-90
TERM
DATE TIME

226938

We, the undersigned, acting as incorporators for the purpose of redomesticating PM Group Life Insurance Company, a California corporation, which intends to simultaneously redomesticate to Arizona and merge with and into Pacific Financial Life Insurance Company of Arizona, an Arizona corporation, without interruption, as a corporation organized under the laws of the State of Arizona pursuant to Arizona Revised Statutes § 20-231.A, do hereby adopt the following Articles of Redomestication for said corporation.

ARTICLE I

The name of the corporation shall be PM Group Life Insurance Company.

ARTICLE II

The corporation was incorporated in the State of California on September 20, 1982.

ARTICLE III

The existence of the corporation shall be perpetual.

ARTICLE IV

Upon the approval of these Articles of Redomestication, PM Group Life Insurance Company shall be and continue to be possessed of all privileges, franchises and powers to the same

extent as if it had been originally incorporated under the laws of the State of Arizona; and all privileges, franchises and powers belonging to said corporation, and all property, real, personal and mixed, and all debts due on whatever account, all Certificates of Authority, agent appointments, outstanding insurance policies, and all choses in action, shall be and the same are hereby ratified, approved, confirmed and assured to PM Group Life Insurance Company, with like effect and to all intents and purposes as if it had been originally incorporated under the laws of the State of Arizona. Said corporation shall be given recognition as a domestic insurer of the State of Arizona from and after September 20, 1982, the date of its initial incorporation under the laws of the State of California.

ARTICLE V

The nature of the business to be transacted and the objects and purposes for which this corporation is organized are:

- a) To carry on business as a life, annuity, and disability insurer in all its branches to the fullest extent authorized by law and consistent with any currently effective Certificate of Authority issued by the Director of Insurance of the State of Arizona;
- b) To make investments of any kind permitted under the insurance laws of the State of Arizona as such laws exist from time to time;
- c) To establish and maintain separate investment accounts of any type or amount in accordance with resolutions adopted by the Board of Directors;
- d) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, pledge or otherwise deal in and

dispose of shares, bonds, notes, debentures or other securities or evidences of indebtedness of any other person, corporation, partnership, limited partnership or other association, whether domestic or foreign, and whether now or hereafter organized and existing, and while the holder thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as a natural person could do; bonds, notes, debentures or other evidences of indebtedness purchased or otherwise acquired may be secured or unsecured;

- e) To acquire by purchase, lease or otherwise and to own, hold, use, sell, assign, transfer, pledge, or otherwise deal in and dispose of any other kind of personal property;
- f) To acquire by purchase, lease or otherwise, real property, and interests in real property, and to own, hold, improve, develop, manage and dispose of any real property or interests so acquired, to erect or cause to be erected on any such real property; building or other structures with their appurtenances; and to mortgage, rent, sell or otherwise hold or dispose of any such property;
- g) To foreclose by entry or otherwise, extend, assign or give partial releases from and discharge mortgages, deeds of trust of pledges and to bid for and become the purchaser of any real or personal property sold at any foreclosure or other sale;
- h) To borrow money for any of the purposes of this corporation, and to issue the corporation's note or notes therefore in series or otherwise; to execute and issue bonds, debentures or other obligations, in series or otherwise; and to issue or cause to be issued certificates and other negotiable or transferable instruments; to mortgage or pledge any or all of the assets of the corporation as security for the performance of the covenants of such bonds, notes, debentures, certificates or other instruments, mortgaging or pledging the same, or in any deed, contract or instrument relating thereto;
- i) To act as trustee, broker or in any fiduciary capacity; to endorse commercial paper;

- j) To promote or to aid in any manner, financially or otherwise, any person, corporation, partnership or other association of which any shares, bonds, notes, debentures or other securities or evidences of indebtedness are held, directly or indirectly, by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, corporations, partnerships, limited partnerships or association; and to do any other act or thing designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness;
- l) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, or attainment of any of the objects hereinafter enumerated, either alone or in association with other persons, corporations, partnerships, limited partnerships or other associations, as principal, agent, broker, contractor, partner, limited partner, joint venture, trustee or otherwise, and in general to engage in any and all lawful business that may be necessary or convenient in carrying out the business of the corporation and to do any and every other act or acts, thing or things incidental to, growing out of or connected with the business or any part or parts thereof.

The designation of any object or purpose herein shall not be construed to be a limitation or qualification or in any manner to limit or restrict the purposes and objects of the corporation. The powers enumerated herein shall be exercisable only to the extent permitted by law.

In no event shall the corporation incur indebtedness in excess of the amount authorized by law.

ARTICLE VI

The authorized amount of capital stock of the corporation shall be one hundred twenty-five thousand shares (125,000) of common with a par value of twenty dollars (\$20.00) per share. The common stock shall be issued and paid for at such time or times and in such manner as the Board of Directors shall determine and, when issued and paid for shall be non-assessable, except as provided by Article 14, Section 11 of the Constitution of Arizona.

ARTICLE VII

The affairs of the corporation shall be conducted by a Board of Directors consisting of not less than five (5) nor more than fifteen (15) directors as fixed by the Bylaws, and such officers as the said directors may at any time elect or appoint. No officer or director need be a shareholder of this corporation.

The directors shall be elected by the shareholders during the annual meeting of each year, beginning in 1990, the annual meeting shall be held at the principal office of the corporation in Phoenix, Arizona, or at any place determined by the Board of Directors at an hour to be named in the Notice of Meeting or Waiver of Notice of Meeting. If the date of the annual meeting falls on a legal holiday, the meeting shall be held on the next succeeding business day. A director shall serve until his successor is duly elected and qualified.

The Board of Directors shall have the power to adopt, amend, alter and repeal the Bylaws. Bylaws made by the Board may be altered or repealed and new Bylaws made by the shareholders, in accordance with the provisions contained in said Bylaws and these Articles. The Board of Directors shall have the power to manage the corporate affairs and make all rules and regulations necessary for the management of the affairs of the corporation, to appoint or remove any officer and to fill all vacancies occurring on the Board or in any office for any cause, and to appoint from their own number an Executive Committee and other committees and invest said committee with all the powers permitted by the Bylaws.

ARTICLE VIII

The private property of the shareholders, directors and officers of the corporation shall be forever exempt from debts and obligations of the corporation.

ARTICLE IX

Subject to the further provisions hereof, the corporation shall indemnify and any all of its existing and former directors and officers against all expenses incurred by them, including but not limited to legal fees, judgments and penalties which may be incurred, rendered or levied in any legal action brought against any of them, for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director or officer of the corporation. Whenever any such

person has ground to believe that he may incur any such aforementioned expense he shall promptly make a full report of the matter to the president and the secretary of the corporation. Thereafter, the Board of Directors of the corporation shall, within a reasonable time, determine if such person acted, or failed to act, in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. If the Board of Directors determines that such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, then indemnification shall be mandatory and shall be automatically extended as specified herein, provided; however, that the corporation shall have the right to refuse indemnification, wholly or partially, in any instance in which the person to which indemnification would have otherwise been applicable, shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him in the action, or shall have unreasonably refused to cooperate in the defense of such action.

ARTICLE X

The fiscal year of the corporation shall be the calendar year.

ARTICLE XI

J. Michael Low, of Low & Childers, P.C., whose address is 1221 East Osborn Road, Suite 104, Phoenix, Arizona 85014, having been a bonafide resident of Arizona for at least three years (3), is hereby appointed statutory agent of the corporation in the State of Arizona, upon whom notices and processes, including service of summons may be served, and which, when so served, shall have lawful personal service on the corporation. The Board of Directors may revoke this appointment at any time, and shall fill the vacancy in such position whenever one exists.

ARTICLE XII

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Redomestication in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders, directors or officers are subject to this reserve power.

ARTICLE XIII

The incorporators of the corporation are:

J. Michael Low
1221 East Osborn Road
Suite 104
Phoenix, Arizona 85014

S. David Childers
1221 East Osborn Road
Suite 104
Phoenix, Arizona 85014

Steven R. Henry
1221 East Osborn Road
Suite 104
Phoenix, Arizona 85014

Carrie M. McDonald
1221 East Osborn Road
Suite 104
Phoenix, Arizona 85014

Robin Bradshaw
1221 East Osborn Road
Suite 104
Phoenix, Arizona 85014

The Directors of the corporation are:

Mr. William L. Ferris
PM Group Life Insurance Company
700 Newport Center Drive
Newport Beach, California 92660

Ms. Audrey L. Milfs
PM Group Life Insurance Company
700 Newport Center Drive
Newport Beach, California 92660

Mr. Thomas C. Sutton
PM Group Life Insurance Company
700 Newport Center Drive
Newport Beach, California 92660

Mr. Harold G. Joanning
PM Group Life Insurance Company
700 Newport Center Drive
Newport Beach, California 92660

Mr. Glenn S. Schafer
PM Group Life Insurance Company
700 Newport Center Drive
Newport Beach, California 92660


Carrie M. McDonald
1221 East Osborn Road
Suite 104
Phoenix, Arizona 85014

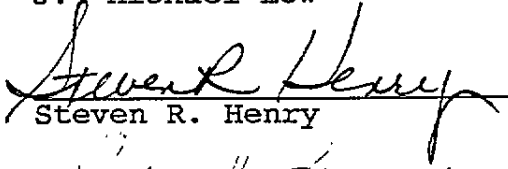
Robin Bradshaw
1221 East Osborn Road
Suite 104
Phoenix, Arizona 85014

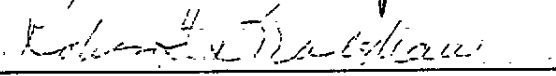
All individual incorporators are eighteen (18) years of age or older.

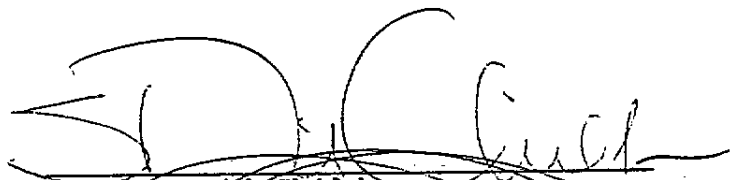
All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Redomestication to the Arizona Corporation Commission for filing.

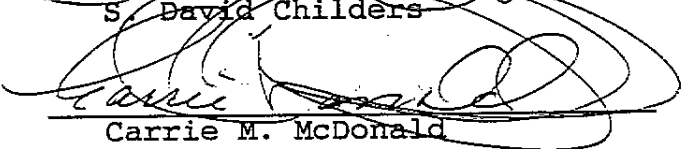
WHEREOF, we have hereunto affixed our signatures this 26th day of September, 1990.


J. Michael Low


Steven R. Henry


Robin Bradshaw


S. David Childers


Carrie M. McDonald

ACCEPTANCE OF NOTIFICATION
OF
APPOINTMENT AS STATUTORY AGENT

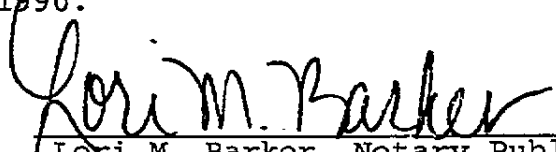
I, J. Michael Low, hereby acknowledge that I have been notified of my appointment as Statutory Agent for PM Group Life Insurance Company, and I hereby agree to serve in such capacity until removal by Company or written resignation as permitted by Arizona Revised Statute.



J. Michael Low, Esq.
1221 East Osborn Road, Suite 104
Phoenix, Arizona 85014

pacific
art.red

OF, I, Lori M. Barker, hereby place my
acknowledgement that J. Michael Low, S.
Henry, Carrie M. McDonald and Robin
represented herein, placed their hand
amber, 1890.


Lori M. Barker, Notary Public