

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

05-28-1998

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
TRADEMARK



SHEET

Our Ref: 40212-0001-0006

100721005

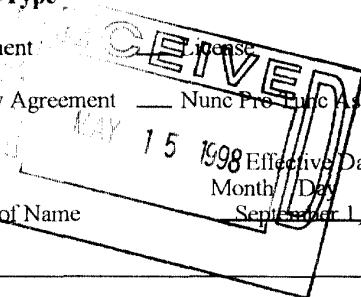
TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other _____



Conveying Party

____ Mark if additional names of conveying parties attached

Name Pacific Mutual Life Insurance Company

Execution Date
Month Day Year

August 27, 1997

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization California

Receiving Party

____ Mark if additional names of receiving parties attached

Name Pacific Life Insurance Company

DBA/AKA/TA _____

Composed of _____

Address (line 1) 700 Newport Center Drive

Address (line 2) Newport Beach, California 92660

Address (line 3) _____

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization California

FOR OFFICE USE ONLY

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05/27/1998 DCOATES 00000192 134520 2093489

01 FC:481 40.00 OF
02 FC:482 25.00 CH 100.00 OF

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 200231

TRADEMARK
REEL: 1730 FRAME: 0046

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name _____
Address (line 1) _____
Address (line 2) _____
Address (line 3) _____
Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number 202-467-7564

Name Meredith A. Carlo, Esq.
Address (line 1) MORGAN, LEWIS & BOCKIUS LLP
Address (line 2) 1800 M Street NW
Address (line 3) Washington, D.C. 20036

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

6

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers are attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

2,093,489 1,703,675
2,098,077 1,309,321
2,099,968

Number of Properties Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 140.00

Method of Payment: Enclosed _____ Deposit Account 13-4520

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: 13-4520

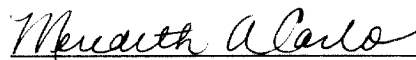
Authorization to charge additional fees: Yes X No _____

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Meredith A. Carlo

Name of Person Signing



Signature

5/15/98

Date Signed

TRADEMARK

REEL: 1730 FRAME: 0047

A496671



SECRETARY OF STATE



Bill Jones

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

That the attached transcript has been compared with the record on file in this office, 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

SEP 02 1997



Bill Jones

Secretary of State

A496671

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PACIFIC LIFE INSURANCE COMPANY

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

SEP 01 1997

Bill Jones
BILL JONES, Secretary of State

Thomas C. Sutton and Audrey L. Milfs certify that:

1. They are the Chief Executive Officer and Secretary, respectively, of Pacific Mutual Life Insurance Company (the "Company"), a mutual life insurance company organized under the laws of the State of California.
2. The Articles of Incorporation of this Corporation are amended and restated to read as follows:

AMENDED AND
RESTATED ARTICLES OF INCORPORATION
of
PACIFIC LIFE INSURANCE COMPANY

I.

The name of the Corporation is PACIFIC LIFE INSURANCE COMPANY.

II.

The purpose of the 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. The business of the Corporation is to be an insurer, subject to the provisions of the California Insurance Code. This insurer is organized to transact life and disability insurance as specifically authorized by its California Certificate of Authority.

III.

The Corporation is authorized to issue six hundred thousand shares of Common Stock with a par value of fifty dollars (\$50.00) per share, having an aggregate par value of thirty million dollars (\$30,000,000). Common Stock shall only be issued to Pacific LifeCorp.

IV.

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

(b) The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) for breach of duty to the Corporation and its shareholders through Bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, provided that any such excess indemnification involving a breach of duty to the Corporation and its shareholders shall be subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code and shall be paid only from realized or realizable earned surplus as specified in Section 10530 of the California Insurance Code.

V.

The number of directors of this Corporation shall be not less than 9 or greater than 17. The exact number of directors shall be fixed within these specified limits by the Board of Directors or the shareholders in the manner provided in the Bylaws.


VI.

Any action which may be taken at a meeting of the shareholders, may be taken without a meeting if authorized by a writing signed by all of the holders of shares who would be entitled to vote at a meeting for such purpose, and filed with the secretary of the Corporation.

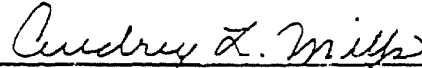
3. The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of members.

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.

IN WITNESS WHEREOF, each of the undersigned, being the duly authorized Chief Executive Officer and the Secretary of the Company, for the purpose of amending the Articles of Incorporation of the Corporation pursuant to Section 11542 of the California Insurance Code, declares under penalty of perjury that the statements contained in the foregoing Certificate are true of his or her own knowledge, and makes and files this Certificate, and accordingly has set his or her hand, this 27th day of August, 1997. Executed at Newport Beach, California.



Thomas C. Sutton
Chief Executive Officer



Audrey L. Milfs
Secretary

STATE OF CALIFORNIA
DEPARTMENT OF INSURANCE

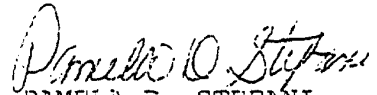
San Francisco

I, CHUCK QUACKENBUSH, Insurance Commissioner of the State of California, do hereby certify that on the date specified herein, the name Pacific Life Insurance Company has been approved and reserved in California as name change for Pacific Mutual 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.

CHUCK QUACKENBUSH
Insurance Commissioner

By


PAMELA D. STEFANI
Deputy
April 4, 1997

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.

TRADEMARK

CERTIFIED COPY

I, Victoria S. Sabury
 DEPUTY INSURANCE COMMISSIONER OF THE
 STATE OF CALIFORNIA, HAVE COMPARED THE
 ANNEXED COPY WITH THE ORIGINAL RECORDED
 ON FILE WITH THE DEPARTMENT OF INSURANCE
 AND DO HEREBY CERTIFY THAT IT IS A TRUE
 TRUE AND CORRECT COPY OF THE ORIGINAL
 RECORD.

Nº 6562

WITNESS MY HAND AND SEAL OF THE
 INSURANCE COMMISSIONER OF THE STATE OF
 CALIFORNIA THIS 29th day of August, 1997.

SAN FRANCISCO

Amended

Victoria S. Sabury
 Deputy Insurance Commissioner
 Certificate of Authority

THIS IS TO CERTIFY, That, pursuant to the Insurance Code of the State of California,

Pacific Life Insurance Company

of Newport Beach, California, organized under the
 laws of California, subject to its Articles of Incorporation or
 other fundamental organizational documents, is hereby authorized to transact within this State,
 subject to all provisions of this Certificate, the following classes of insurance:

Life and Disability

as such classes are now or may hereafter be defined in the Insurance Laws of the State of California.

THIS CERTIFICATE is expressly conditioned upon the holder hereof now and hereafter being in
 full compliance with all, and not in violation of any, of the applicable laws and lawful requirements
 made under authority of the laws of the State of California as long as such laws or requirements are
 in effect and applicable, and as such laws and requirements now are, or may hereafter be changed
 or amended.

In WITNESS WHEREOF, effective as of the 28th day
 of September, 1997, I have hereunto set
 my hand and caused my official seal to be affixed this 28th day
 of August, 1997.



By

Victoria S. Sabury
 Deputy Insurance Commissioner

NOTICE: Qualification with the Secretary of State must be accomplished as required by the California Corporations Code promptly after issuance of this Certificate of Authority. Failure to do so will be a violation of Ins. Code Sec. 701 and will be grounds for revoking this Certificate of Authority pursuant to the covenants made in the application therefor and the conditions contained herein.

FORM CB-3

97-13441

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RECORDED: 05/15/1998
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