

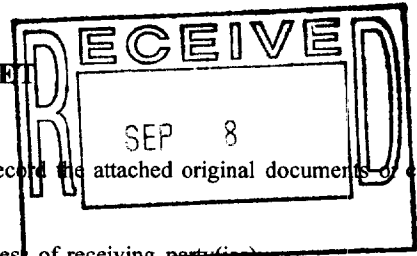
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09-17-1998



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R SHEET  
Y



Please record the attached original documents or copy

TO THE HONORABLE COMMISSIONER  
thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Pacific Mutual Life Insurance Company

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: California
- Other:

Additional name(s) of conveying party(ies) attached?  
 Yes  No

2. Name and address of receiving party(ies):

Name: Pacific Life Insurance Company  
 Internal Address:  
 Street Address: 700 Newport Center Drive  
 City: Newport Beach State: CA  
 ZIP: 92660

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation - State: California
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment)  
Additional name(s) and address(es) attached?  
 Yes  No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above)  
September 2, 1997

4. Application number(s) or registration number(s):

- a. Trademark Application No(s):
- |            |           |
|------------|-----------|
| 75/187538; | 75/187535 |
| 75/187536; | 75/187537 |
| 75/187541; | 75/187449 |
| 75/207211; | 75/215928 |
| 75/460211; | 75/460212 |
| 75/479930  |           |

b. Trademark Registration No(s):

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jeff Van Hoosear  
 KNOBBE, MARTENS, OLSON & BEAR, LLP  
 Internal Address: Sixteenth Floor  
 Street Address: 620 Newport Center Drive  
 City: Newport Beach State: CA ZIP: 92660

7. Total fee (37 CFR 3.41): \$290

- Enclosed
- Authorized to be charged to deposit account

6. Total number of applications and registrations involved: 11

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

9. 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.

Jeff Van Hoosear  
Name of Person Signing

Signature

Aug 31, 1998

Date

Total number of pages, including cover sheet, attachments and document: 7

09/17/1998 JWR/TEB

01 FC:401  
02 FC:402

# State of California

SECRETARY OF STATE



*2  
5 pages*

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



Secretary of State

Change of Name

Serial Nos.: 75/187,538; 75/187,536; 75/187,541;  
75/207,211; 75/460,211; 75/479,930;  
75/187,535; 75/187,537; 75/187,449;  
75/215,928; 75/460,212

Our Reference No.: PACMUT.016GEN

**TRADEMARK**  
**REEL: 1788 FRAME: 0797**

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.

1

Change of Name

Serial Nos.: 75/187,538; 75/187,536; 75/187,541;

75/207,211; 75/460,211; 75/479,930;

75/187,535; 75/187,537; 75/187,449;

75/215,928; 75/460,212

Our Reference No. PACMUTL016GEN

TRADEMARK

REEL: 1788 FRAME: 0798

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.

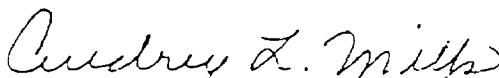
3. The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of members.

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

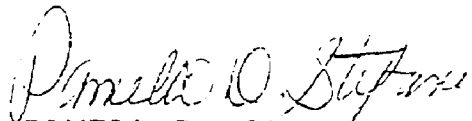
San Francisco

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.

Change of Name

Serial Nos.: 75/187,538; 75/187,536; 75/187,541;

75/207,211; 75/460,211; 75/479,930;

75/187,535; 75/187,537; 75/187,449;

75/215,928; 75/460,212

Our Reference No.: P-010110000

**TRADEMARK**

**REEL: 1788 FRAME: 0801**

I, Victoria S. Sidbury

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

STATE OF CALIFORNIA  
DEPARTMENT OF INSURANCE

SAN FRANCISCO

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

Victoria S. Sidbury 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 1st 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

Chuck Quackenbush  
Insurance Commissioner  
Victoria S. Sidbury  
Deputy

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 CE-3

Change of Name  
Serial Nos.: 75/187,538; 75/187,536; 75/187,541;  
75/207,211; 75/460,211; 75/479,930;  
75/187,535; 75/187,537; 75/187,449;  
75/215,928; 75/460,212

Our Reference **TRADEMARK**