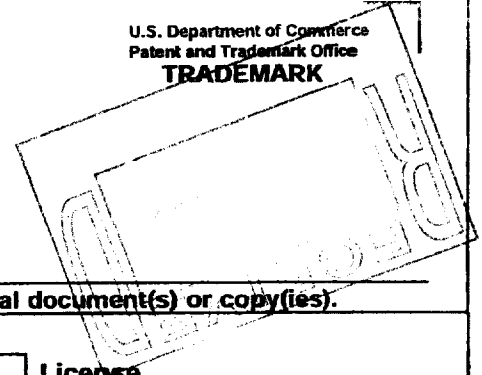


03-14-2000



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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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 License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name
Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name
DBA/AKATA
Composed of
Address (line 1)
Address (line 2)
Address (line 3)
City State/Country Zip Code

- 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

03/14/2000 DC0ATES 00000018 1254750

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 150.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
TRADEMARK

REEL: 002037 FRAME: 0178

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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

Mark if additional numbers 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)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes 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.

Frederick C. Tedeschi

Name of Person Signing



Signature

1/28/00

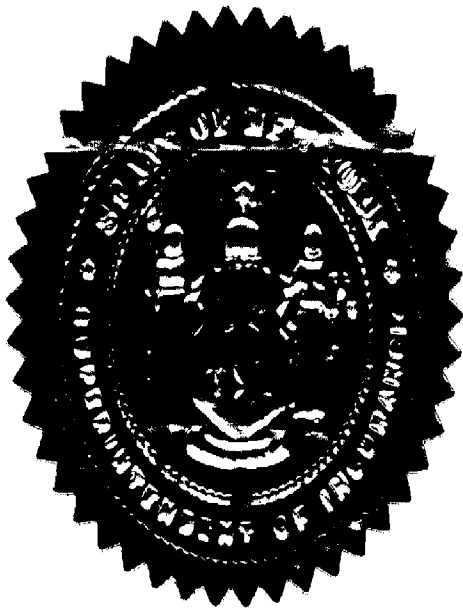
Date Signed

SHORT CERTIFICATE

**STATE OF NEW YORK
INSURANCE DEPARTMENT**

It is hereby certified that the attached copy of Amended and Restated Charter of MONY LIFE INSURANCE COMPANY, of New York, New York, as approved by this Department November 16, 1998,

has been compared with the original on file in this Department and that it is a correct transcript therefrom and of the whole of said original.



**In Witness Whereof, I have here-
unto set my hand and affixed
the official seal of this Department
at the City of Albany, this
4th day of November, 1999.**

Frank M. D'Amico
Special Deputy Superintendent

AMENDED AND RESTATED CHARTER

OF

MONY LIFE INSURANCE COMPANY

**Under Section 1206
of the New York Insurance Law and
Section 807
of the Business Corporation Law**

The undersigned, being Chairman and Chief Executive Officer and Vice President and Secretary of MONY Life Insurance Company, do hereby certify:

1. The name of the corporation is MONY Life Insurance Company (the "Corporation"). The name under which the Corporation was formed is The Mutual Life Insurance Company of New York.
2. The Charter of said Corporation was filed by the County Clerk's Office of the City and County of New York on April 12, 1842, pursuant to Chapter 246 of the Laws of New York.
3. The Charter of the Corporation is hereby amended, as authorized by Section 1206 of the Insurance Law of the State of New York ("the Insurance Law") and Section 801 of the Business Corporation Law of the State of New York to increase the stated capital of the Corporation from \$2,000,000 to \$2,500,000 and to authorize an increase from 2,000,000 to 2,500,000 Common Shares, par value \$1.00 per share, as the shares of the Corporation.
4. The text of the Charter, as amended by the filing of this Amended and Restated Charter, is hereby amended and restated to read in full as follows:

ARTICLE I

The name of the Corporation shall be MONY Life Insurance Company.

ARTICLE II

The principal office of the Corporation shall be located in The City of New York, County of New York, State of New York.

ARTICLE III

Section 1. The Corporation shall have power to do any and all kinds of business specified in paragraphs (1), (2), and (3) of subsection (a) of Section 1113 of the Insurance Law, as follows:

- (1) "Life Insurance," meaning every insurance upon the lives of human beings, and every insurance appertaining thereto, including the granting of endowment benefits, additional benefits in the event of death by accident, additional benefits to safeguard the contract from lapse, accelerated

payment of part or all of the death benefit or a special surrender value upon diagnosis (A) of terminal illness defined as a life expectancy of twelve months or less, or (B) of a medical condition requiring extraordinary medical care or treatment regardless of life expectancy, or upon (C) certification by a licensed health care practitioner of any condition which requires continuous care for the remainder of the insured's life in an eligible facility or at home when the insured is chronically ill as defined by Section 7702(B) of the Internal Revenue Code and regulations thereunder, provided the accelerated payments qualify under Section 101(g)(3) of the Internal Revenue Code and all other applicable sections of federal law in order to maintain favorable tax treatment, or provide a special surrender value, upon total and permanent disability of the insured, and optional modes of settlement of proceeds. "Life insurance" also includes additional benefits to safeguard the contract against lapse in the event of unemployment of the insured. Amounts paid the insurer for life insurance and proceeds applied under optional modes of settlement or under dividend options may be allocated by the insurer to one or more separate accounts pursuant to section four thousand two hundred forty of the Insurance Law;

(2) "Annuities," meaning all agreements to make periodical payments for a period certain or where the making or continuance of all or some of a series of such payments, or the amount of any such payment, depends upon the continuance of human life, except payments made under the authority of paragraph one above. Amounts paid the insurer to provide annuities and proceeds applied under optional modes of settlement or under dividend options may be allocated by the insurer to one or more separate accounts pursuant to section four thousand two hundred forty of the Insurance Law;

(3) "Accident and health insurance," meaning (i) insurance against death or personal injury by accident or by any specified kind or kinds of accident and insurance against sickness, ailment or bodily injury, including insurance providing disability benefits pursuant to article nine of the workers' compensation law, except as specified in item (ii) hereof and (ii) non-cancellable disability insurance, meaning insurance against disability resulting from sickness, ailment or bodily injury (but excluding insurance solely against accidental injury) under any contract which does not give the insurer the option to cancel or otherwise terminate the contract at or after one year from its effective date or renewal date;

and any amendments to such paragraphs or provisions in substitution therefor which may be hereafter adopted, together with any other kind or kinds of business to the extent necessarily or properly incidental to the kinds of insurance business which the Corporation is so authorized to do.

Section 2. The Corporation shall also have the general rights, powers and privileges of a corporation, as the same now or hereafter are declared by the laws of the State of New York and any and all other rights, powers and privileges now or hereafter granted by the Insurance Law or any other law or laws of the State of New York to stock life insurance companies having power to do the kinds of business hereinabove referred to.

ARTICLE IV

The amount of the capital of the Corporation shall be \$2,500,000 and consist of 2,500,000 Common Shares, par value \$1.00 per share.

ARTICLE V

Section 1. The corporate powers of the Corporation shall be exercised by a Board of Directors and by such committees, officers, employees and agents as the Board of Directors may authorize, elect or appoint.

Section 2. The Board of Directors shall consist of not less than thirteen (except for vacancies temporarily unfilled) nor more than eighteen directors, as may be determined from time to time by the Board of Directors. Not less than one third of the directors shall be persons who are not officers or employees of the Corporation or any entity controlling, controlled by or under common control with the Corporation and who are not beneficial owners of a controlling interest in the voting stock of the Corporation or any such entity.

Section 3. The Board of Directors shall have power to make from time to time such by-laws, rules and regulations for the transaction of the business of the Corporation and the conduct of its affairs, not inconsistent with this charter or the laws of the State of New York, as may be deemed expedient, and to amend or repeal such by-laws, rules and regulations. Such by-laws shall provide for the election or appointment of executive officers annually by the Board of Directors at its first meeting following the annual meeting of shareholders.

Section 4. No director shall be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity, except that this provision shall not eliminate or limit the liability of any director if a judgement or other final adjudication adverse to such director establishes that such director's acts or omissions were in bad faith or involved intentional misconduct, or that such director personally gained in fact a financial profit or other advantage to which such director was not legally entitled, or were acts or omissions which (a) he or she knew or reasonably should have known violated the Insurance Law or (b) violated a specific standard of care imposed on directors directly, and not by reference, by a provision of the Insurance Law (or any regulations promulgated thereunder) or (c) constituted a knowing violation of any other law.

ARTICLE VI

Section 1. The directors shall be elected at each annual meeting of the shareholders of the Corporation in the manner prescribed by law. The annual meeting of shareholders shall be held at such place, and at such time as may be fixed by or under the By-laws. Effective upon the effectiveness of the Corporation's reorganization pursuant to Section 7312 of the Insurance Law, the Board of Directors shall no longer be divided into three classes.

Section 2. Vacancies in the Board of Directors, including vacancies resulting from any increase in the authorized number of directors, may be filled by the Board of Directors by a vote of the majority of those present at any meeting.

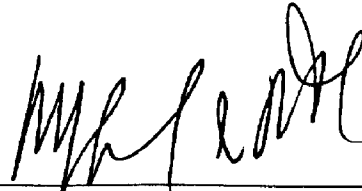
Section 3. Each director shall be at least eighteen years of age, and a majority of directors shall at all times be citizens and residents of the United States and not less than three thereof shall be residents of the State of New York.

ARTICLE VII

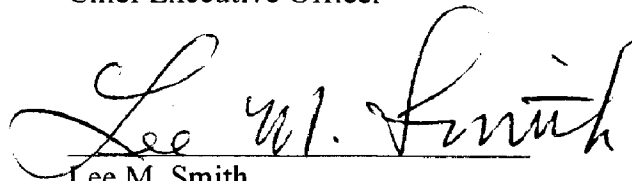
The Corporation shall have perpetual existence.

5. The foregoing Amendment and Restatement of the Charter was authorized by the Board of Directors at a meeting held on September 29, 1999 and approved by Written Consent of the Sole Shareholder dated October 12, 1999.

IN WITNESS WHEREOF, the undersigned have signed this Charter this 18th day of
October, 1999.



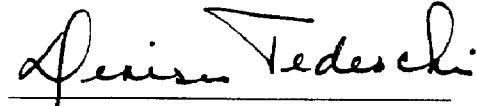
Michael I. Roth
Chairman of the Board and
Chief Executive Officer



Lee M. Smith
Corporate Secretary and Vice President,
Government Relations

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

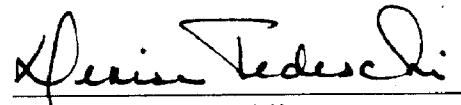
On this 18 day of October, 1999, before me personally came Michael I. Roth, to me personally known and known to me to be one of the persons who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.


Notary Public

DENISE TEDESCHI
Notary Public, State of New York
No. 01TE5016838
Qualified in Nassau County
Commission Expires August 23, 2001.

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 18 day of October, 1999, before me personally came Lee M. Smith, to me personally known and known to me to be one of the persons who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.


Notary Public

DENISE TEDESCHI
Notary Public, State of New York
No. 01TE5016838
Qualified in Nassau County
Commission Expires August 23, 2001.