

C A N A D A

LETTERS PATENT

LETTRES PATENTES

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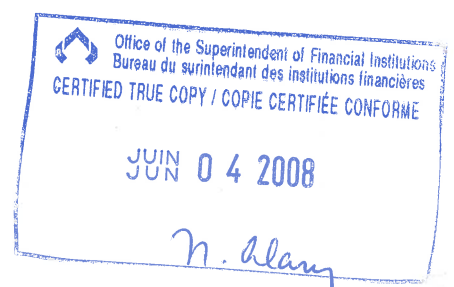
**THE EMPIRE LIFE INSURANCE COMPANY
L'EMPIRE, COMPAGNIE D'ASSURANCE-VIE**

pursuant to Section 4.5 of
the Canadian and British
Insurance Companies Act

en vertu de l'article 4.5 de la
Loi sur les compagnies
d'assurances canadiennes et
britanniques

DATED October 9, 1987

DATEE le 9 octobre 1987





Canada

BY THE MINISTER OF FINANCE.

To all to whom these presents shall come, or whom the same may in anywise concern,

GREETING:

WHEREAS section 4.5 of the Canadian and British Insurance Companies Act provides that on the application of a corporation that was incorporated under the laws of a province and that is carrying on any business of insurance for letters patent continuing it as if it had been incorporated under section 4.1 of that Act, the Minister of Finance is authorized to issue such letters patent under his seal of office to such corporation;

AND WHEREAS The Empire Life Insurance Company was incorporated by letters patent under the laws of the Province of Ontario on the eleventh day of January, 1923;

AND WHEREAS supplementary letters patent amending the said letters patent were issued to The Empire Life Insurance Company on the first day of October, 1929, and on the twenty-seventh day of June, 1935, and on the twelfth day of February, 1951, and on the first day of August, 1963, and on the eighth day of June, 1965, and on the thirtieth day of May, 1966;

AND WHEREAS The Empire Life Insurance Company has been authorized pursuant to the laws of the Province of Ontario to apply for letters patent continuing it as if it had been incorporated under section 4.1 of the Canadian and British Insurance Companies Act;

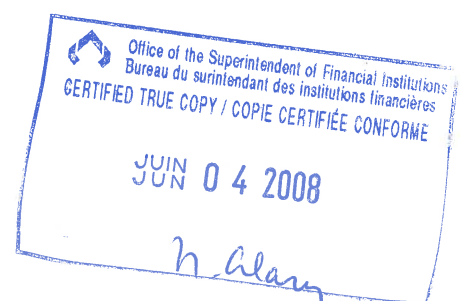
AND WHEREAS The Empire Life Insurance Company by its petition, has prayed that letters patent under the seal of the Minister of Finance do issue continuing it as if it had been incorporated under section 4.1 of the Canadian and British Insurance Companies Act;

AND WHEREAS The Empire Life Insurance Company has satisfactorily established the sufficiency of all proceedings required by the Canadian and British Insurance Companies Act to be taken and the truth of all facts by the said Act required to be established previous to the granting of such letters patent;

NOW KNOW YE that the Minister of Finance under the authority of the Canadian and British Insurance Companies Act does, by these letters patent continue The Empire Life Insurance Company under the said Act as if it had been incorporated under section 4.1 of the said Act.

AND KNOW YE FURTHER that it is ordained and declared that

1. The Empire Life Insurance Company (hereinafter called the "company") is continued as a company incorporated by letters patent pursuant to the Canadian and British Insurance Companies Act under the corporate name of "The Empire Life Insurance Company" in the English form and "L'Empire, Compagnie d'Assurance-Vie" in the French form.



2. The directors of the company who are in office immediately prior to the date of these letters patent shall continue in office until the expiration of their terms or until their successors are duly elected or appointed.

3. The capital stock of the company shall be the sum of \$2,000,000 divided into 2,000,000 common shares with a par value of \$1.00 each.

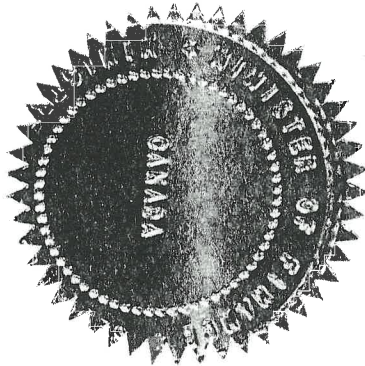
4. The head office of the company shall be in the City of Kingston in the Province of Ontario.

5. The company as continued is empowered to transact the business of life insurance and accident and sickness insurance.

6. The Canadian and British Insurance Companies Act shall apply to the company.

DATE of Letters Patent October 9 , 1987

GIVEN under the seal of office of the Minister of Finance.




for the Minister of Finance

