

0701 3 1123

Post Office Box 2606
Birmingham, Alabama 35202
205-268-1000

OPERATIONS
2006 DEC 27 AM 11:53

Protective Life Insurance Company
06 DEC 20 11:33

December 19, 2006

Virginia State Corporation Commission
Bureau of Insurance
1300 E. Main Street
1st Floor
Richmond, VA 23219

Re: Protective Life Insurance Company **F004808**
NAIC #68136
FEIN 63-0169720

TK
061227 0046 1/8
my \$25

Dear Sir:

Please find enclosed the Uniform Certificate of Authority ("UCAA") Corporate Amendments Application and all appropriate attachments for the merger of Empire General Life Assurance Corporation ("EG"), NAIC #94285, with and into Protective Life Insurance Company effective January 1, 2007. The following documents are included with this filing:

1. UCAA Corporate Amendments Checklist;
2. UCAA Corporate Amendments Application;
3. Certified Copy of the TN Order Approving Plan of Merger;
4. Certified Copy of the Articles of Merger filed with the state of TN;
5. Certificate of Compliance from the state of TN;
6. The original Certificate of Authority for EG.

Also enclosed is check # 1247771 in the amount of \$25.00 for the filing fee

If you have any questions or need additional information, please do not hesitate to contact me at (205) 268-3061 or by e-mail at karen.barger@protective.com.

Thank you for your assistance with this matter.

Sincerely,

Karen Barger
Karen Barger
Regulatory Analyst

*TN Foreign Merger of
Empire General Life Assurance Corporation
(a TN corp. dom in Va)*

enclosures

*into
Protective Life Insurance Company
(a TN corp. dom. in Va + the surviving corp.)*

FF \$25.00

Q 1/9/07

COMMONWEALTH OF VIRGINIA



MARK C. CHRISTIE
CHAIRMAN

THEODORE V. MORRISON, JR.
COMMISSIONER

JUDITH WILLIAMS JAGDMANN
COMMISSIONER

JOEL H. PECK
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION
Office of the Clerk

January 10, 2007

KAREN BARGER
PROTECTIVE LIFE INSURANCE
PO BOX 2606
BIRMINGHAM, AL 35202

RE: Protective Life Insurance Company
ID: F004808 - 4
DCN: 06-12-27-0046

Dear Customer:

This is your receipt for \$25.00, covering the fees for filing a duly authenticated copy of articles of merger with this office.

The document was filed on January 10, 2007.

Each non-surviving entity:

Empire General Life Assurance Corporation

is merged into Protective Life Insurance Company.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

A handwritten signature in black ink that reads "Joel H. Peck".

Joel H. Peck
Clerk of the Commission

MERGRcpt
MERGRcpt
CIS0436

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 11/17/2006
REQUEST NUMBER: 06321159

CHARTER/QUALIFICATION DATE: 08/18/1927
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0040872
JURISDICTION: TENNESSEE

TO:
PROTECTIVE LIFE CORP.
2801 HIGHWAY 280 SO.
BIRMINGHAM, AL 35223

REQUESTED BY:
PROTECTIVE LIFE CORP.
2801 HIGHWAY 280 SO.
BIRMINGHAM, AL 35223

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"PROTECTIVE LIFE INSURANCE COMPANY"

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
5886-1187	11/03/2006	MERGER	NAM DUR STK PRN OFC AGT INC MAL FYC

FOR: REQUEST FOR COPIES

ON DATE: 11/17/06

FEEES

FROM:
PROTECTIVE LIFE INSURANCE COMPANY
PO BOX 2606
BIRMINGHAM, AL 35202-2606

RECEIVED: \$1,200.00 \$0.00
TOTAL PAYMENT RECEIVED: \$1,200.00

RECEIPT NUMBER: 00004051173
ACCOUNT NUMBER: 00466637



SS-4458

RILEY C. DARNELL
SECRETARY OF STATE

RECEIVED
SECRETARY OF STATE
2006 JUN -3 AM 10:11
SECRETARY OF STATE

**ARTICLES OF MERGER
OF
PROTECTIVE LIFE INSURANCE COMPANY
AND
EMPIRE GENERAL LIFE ASSURANCE CORPORATION**

5886.1187

Pursuant to TENN. CODE ANN. 56-10-107, Protective Life Insurance Company ("Protective Life"), a Tennessee corporation, and Empire General Life Assurance Corporation, a Tennessee corporation ("Empire General"), hereby execute the following Articles of Merger.

ARTICLE I

Attached as **Exhibit 1** and incorporated herein by reference is the Agreement and Plan of Merger (the "Plan") of Protective Life and Empire General. The respective Boards of Directors of Protective Life and Empire General adopted the Plan on June 30, 2006.

ARTICLE II

The respective sole shareholder of each of Protective Life and Empire General adopted the Plan on October 12, 2006, with Protective Life Corporation being the sole shareholder of Protective Life casting 5,000,000 votes, the number of all of the issued and outstanding shares of Protective Life, in support of the Plan and -0- votes against the Plan; and with Protective Life being the sole shareholder of Empire General casting 2,500,000 votes, the number of all of the issued and outstanding shares of Empire General, in support of the Plan and -0- votes against the Plan.

ARTICLE III

Protective Life is a Tennessee corporation; its Charter is filed in Davidson County, Tennessee. Empire General is a Tennessee corporation; its Charter is filed in Davidson County, Tennessee.

ARTICLE IV

The Plan and performance of its terms are duly authorized by all action required by the laws of the State of Tennessee and by the Charter of Protective Life and the Charter of Empire General.

ARTICLE V


Provided these Articles of Merger shall have been filed with the Secretary of State of the State of Tennessee and the clerk of Davidson County, Tennessee where Protective and Empire General maintain their principal place of business, these Articles of Merger shall become effective on the 1st day January of 2007.


Dated as of this 19th day of October, 2006.

5886.1188

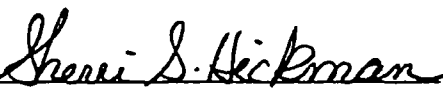
PROTECTIVE LIFE INSURANCE COMPANY

EMPIRE GENERAL LIFE ASSURANCE CORPORATION

BY: 
Richard J. Bielen
Executive Vice President,
Chief Investment Officer and
Treasurer

BY: 
Gary Corsi
Executive Vice President and
Chief Financial Officer

BY: 
Sherri S. Hickman
Assistant Secretary

BY: 
Sherri S. Hickman
Assistant Secretary

66227v1

APPROVED
This 31 day of oct. 20 06

The Department of
Commerce and Insurance
STATE OF TENNESSEE

By 
Assistant Commissioner for Insurance

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement"), is entered into on this the 30th day of June, 2006, by and between PROTECTIVE LIFE INSURANCE COMPANY, a Tennessee life insurance corporation with its home office in Tennessee located at 1620 Westgate Circle, Suite 200, Brentwood, Tennessee 37027-8035 (hereinafter sometimes referred to as "Protective Life" or the "Surviving Corporation"), and EMPIRE GENERAL LIFE ASSURANCE CORPORATION, a Tennessee life insurance corporation with its home office in Tennessee located at 1620 Westgate Circle, Suite 200, Brentwood, Tennessee 37027-8035, (hereinafter sometimes referred to as "Empire General") (said life insurance corporations being hereinafter sometimes collectively referred to as the "Constituent Corporations").

5886.1189

RECITALS

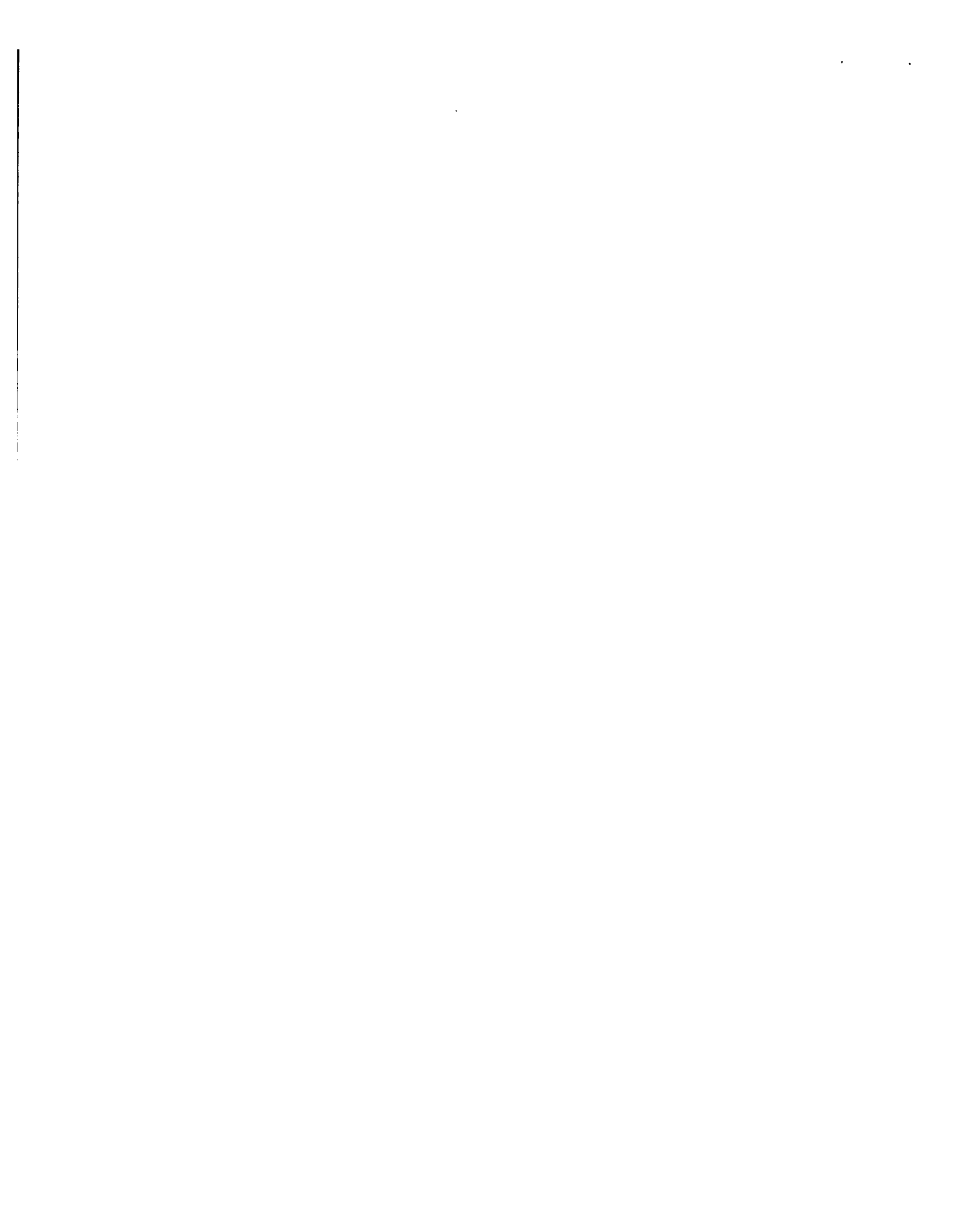
1. Empire General is a corporation duly organized, existing and in good standing under the laws of the State of Tennessee, having been originally incorporated on January 1, 1926, and has on the date hereof an authorized capital of 5,407,129 shares of common stock at \$1 par value per share, of which 2,500,000 shares are issued and outstanding, all of which shares are owned legally and beneficially by Protective Life Insurance Company.

2. Protective Life is a corporation duly organized, existing and in good standing under the laws of the State of Tennessee, having been originally incorporated on July 24, 1907, and has on the date hereof an authorized capital of 5,000,000 shares of common stock at \$1 par value per share, of which 5,000,000 shares are issued and outstanding, all of which shares are owned legally and beneficially by Protective Life Corporation (hereinafter referred to as "PLC").

3. The Board of Directors of each of the Constituent Corporations deems it advisable and in the best interest of said corporations that Empire General be merged into Protective Life as provided herein and has approved this Agreement.

In consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of Tennessee, do hereby agree as follows:

1. Merger. Empire General shall be merged with and into Protective Life pursuant to the laws of the State of Tennessee and the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986. On and after the effective date of this contemplated merger:



(a) Protective Life shall be the Surviving Corporation and shall continue to exist as a domestic stock life insurance company under the laws of the State of Tennessee. As the Surviving Corporation, Protective Life shall possess all rights, privileges, powers, franchises, and immunities of a public as well as of a private nature and be subject to all the liabilities and duties of each of the Constituent Corporations so merged, and all, and singular, of the rights, privileges, powers, franchises, and immunities of each of the Constituent Corporations and all property, real, personal, and mixed, and all debts owing on whatever account and all other things in action of or belonging to each of the Constituent Corporations shall be transferred to and vested in the Surviving Corporation without further act or deed. All property, rights, privileges, powers, franchises, and immunities and all and every other interest shall be thereafter the property of the Surviving Corporation as effectually as they were of each of the respective Constituent Corporations. In particular, without limiting the foregoing, each separate account duly established by each of the Constituent Corporations prior to the effective date of the contemplated merger shall, on and after the effective date of the contemplated merger, be a duly established separate account of the Surviving Corporation as though it had been originally established by the Surviving Corporation. However, all rights of creditors and all liens upon the property of any of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by the lien at the time of the merger. All debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities, and duties had been incurred or contracted by it.

(b) Empire General, as a Constituent Corporation, pursuant to the Tennessee Insurance Code, shall cease to exist, and its property and obligations shall become the property and obligations of Protective Life as the Surviving Corporation.

2. Name and State of Domicile of Surviving Corporation. Upon the effectiveness of the merger, the name of the Surviving Corporation shall remain Protective Life Insurance Company and the state of domicile shall remain the State of Tennessee.

3. Charter; Bylaws. The Charter, as amended and Bylaws, as amended of Protective Life shall continue as the Charter and Bylaws of the Surviving Corporation.

4. Directors. The members of the Board of Directors of Protective Life shall be the members of the Board of Directors of the Surviving Corporation until their successors are duly elected and qualified under the Bylaws of the Surviving Corporation.

5. Shares of Survivor. Each share of the common stock of Protective Life outstanding on the effective date of the merger shall thereupon, without further action, be one share of the common stock of the Surviving Corporation, without the issuance or exchange of new shares or share certificates, and no additional shares of the Surviving Corporation shall be issued.

6. Cancellation of Empire General Shares. All authorized and outstanding shares of the common stock of Empire General, such shares being owned in their entirety by Protective Life, and all rights in respect thereof, shall be cancelled forthwith on the effective date of the merger, and the certificates representing such shares shall be surrendered and cancelled, and no shares of the Surviving Corporation shall be issued in lieu thereof.

7. Approvals. This Agreement shall be submitted for adoption or approval to (i) the Sole Shareholder of Empire General, (ii) the Sole Shareholder of Protective Life, (iii) the Insurance Commissioner for the State of Tennessee, and (iv) the insurance regulatory authorities of other states, if any, which may require such submission. If and when all such required adoptions and approvals are obtained, the officers of each of the Constituent Corporations shall, and are hereby authorized and directed to, perform all such further acts, and execute and deliver to the proper authorities for filing all documents, as may be necessary or proper to render effective the merger contemplated by this Agreement.

8. Abandonment of Agreement. Notwithstanding any of the provisions of this Agreement, the Board of Directors of Protective Life or Empire General, at any time before or after approval by shareholders of either or both corporation, and prior to the effective date of the merger herein contemplated, and for any reason they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated merger as set forth herein; in which case this Agreement shall thereby be cancelled and become null and void.

9. Effective Date and Time. The effective date and time for the merger contemplated herein shall be at the close of the business day on the date on which all filings required in the State of Tennessee to effect the proposed merger have been completed, or January 1, 2007, whichever date is later.

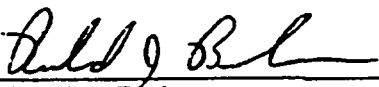
IN WITNESS WHEREOF, the Board of Directors of each of the Constituent Corporation, pursuant to a resolution unanimously adopted by written consent has caused this Agreement to be executed as of the day and year first above written.

5886.1191

IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement to be executed in their corporate names by their respective officers this 30th day of June, 2006.

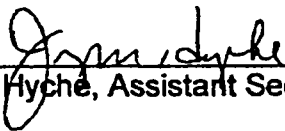
PROTECTIVE LIFE INSURANCE COMPANY

(SEAL)

By: 
Richard J. Bielen
Senior Vice President, Chief Investment Officer
and Treasurer

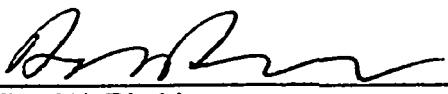
5886.1192

ATTEST:

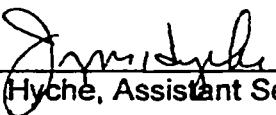

Jerry M. Hyché, Assistant Secretary

EMPIRE GENERAL LIFE ASSURANCE CORPORATION

(SEAL)

By: 
Allen W. Ritchie
Executive Vice President and
Chief Financial Officer

ATTEST:


Jerry M. Hyché, Assistant Secretary

ACKNOWLEDGMENT

STATE OF ALABAMA

COUNTY OF JEFFERSON

I, the undersigned, a Notary Public, within and for the county and state aforesaid, do hereby certify that on this 30th day of June, 2006, personally appeared before me Richard Joseph Bielen and Jerry M. Hyche, who, being by me first duly sworn, declared that they are the Senior Vice President and Chief Investment Officer and Treasurer and Assistant Secretary, respectively, of Protective Life Insurance Company, that they signed the foregoing document as Senior Vice President, Chief Investment Officer and Treasurer and Assistant Secretary, respectively, of said Company, and that the statements therein contained are true.

5886.1193

Mary Anne Schultz
Notary Public

My Commission Expires:

MY COMMISSION EXPIRES MAY 31, 2010

ACKNOWLEDGMENT

STATE OF ALABAMA

COUNTY OF JEFFERSON

I, the undersigned, a Notary Public, within and for the county and state aforesaid, do hereby certify that on this 30th day of June, 2006, personally appeared before me Allen W. Ritchie and Jerry M. Hyche, who, being by me first duly sworn, declared that they are the Executive Vice President and Chief Financial Officer and Assistant Secretary, respectively, of Empire General Life Assurance Corporation, that they signed the foregoing document as Chief Executive Officer and Assistant Secretary, respectively, of said Company, and that the statements therein contained are true.

Mary Anne Schultz
Notary Public

My Commission Expires:

MY COMMISSION EXPIRES MAY 31, 2010

5



CISINF8 CIS 12/28/06
SCC061 CISM0180 CORPORATE DATA INQUIRY 08:58:03

CORP ID: F004808 - 4 STATUS: 00 ACTIVE STATUS DATE: 12/04/00
CORP NAME: Protective Life Insurance Company

DATE OF CERTIFICATE: 10/08/1997 PERIOD OF DURATION: INDUSTRY CODE: 30
STATE OF INCORPORATION: TN TENNESSEE STOCK INDICATOR: S STOCK
MERGER IND: S SURVIVOR CONVERSION/DOMESTICATION IND:
GOOD STANDING IND: Y MONITOR INDICATOR:
CHARTER FEE: CASE NO: CASE STATUS: HEARING DTE:
R/A NAME: CT CORPORATION SYSTEM

STREET: 4701 COX RD STE 301 AR RTN MAIL:

CITY: GLEN ALLEN STATE : VA ZIP: 23060
R/A STATUS: C CORP/LLC/RLLP R EFF. DATE: 01/05/04 LOC.: 143
ACCEPTED AR#: 206 70 2174 DATE: 09/29/06 HENRICO COUNTY
CURRENT AR#: 206 70 2174 DATE: 09/29/06 STATUS: A ASSESSMENT INDICATOR: 0
YEAR FEES PENALTY INTEREST TAXES BALANCE TOTAL SHARES
06 1,700.00 5,000,000
COMMAND:

SURVIVOR

CISINF8 CIS 12/28/06
SCC061 CISM0250 MICROFILM INQUIRY 08:58:19

CORP ID: F004808 - 4 CORP STATUS: 00 ACTIVE
CORP NAME: Protective Life Insurance Company

COURT LOCALITY: 143 HENRICO COUNTY TOTAL CHARTER FEES:

MICROFILM NO	DOCUMENT TYPE	DATE	CHARTER FEE	PAGES
04 01 01 0542	RAC > REGISTERED AGE	01/05/04		7
03 12 07 0376	MERG > MERGER	01/01/04		37
03 07 06 0056	REST > RESTATEMENT	07/21/03		40
02 07 01 0226	MERG > MERGER	07/01/02		20
01 05 05 0933	RAC > REGISTERED AGE	05/18/01		1
99 09 05 0680	RAC > REGISTERED AGE	09/23/99		1
97 10 05 1302	REV > REVOCATION	09/01/97		1
97 10 01 1349	REIN > REINSTATEMENT	10/08/97		1
95 03 05 0927	RAC > REGISTERED AGE	03/20/95		1
94 12 02 0400	REST > RESTATEMENT	12/06/94		6
93 01 06 0554	REST > RESTATEMENT	01/28/93		8
87 09 04 0282	MERG > MERGER	09/16/87		18

COMMAND:

SURVIVOR

CISINF8 CIS 12/28/06
SCC061 CISM0180 CORPORATE DATA INQUIRY 08:59:10

CORP ID: F041512 - 7 STATUS: 00 ACTIVE STATUS DATE: 11/17/00
CORP NAME: Empire General Life Assurance Corporation

DATE OF CERTIFICATE: 10/08/1997 PERIOD OF DURATION: INDUSTRY CODE: 30
STATE OF INCORPORATION: TN TENNESSEE STOCK INDICATOR: S STOCK
MERGER IND: CONVERSION/DOMESTICATION IND:
GOOD STANDING IND: Y MONITOR INDICATOR:
CHARTER FEE: CASE NO: CASE STATUS: HEARING DTE:
R/A NAME: CT CORPORATION SYSTEM

STREET: 4701 COX RD STE 301 AR RTN MAIL:

CITY: GLEN ALLEN STATE : VA ZIP: 23060
R/A STATUS: C CORP/LLC/RLLP R EFF. DATE: 01/05/04 LOC.: 143
ACCEPTED AR#: 206 70 2176 DATE: 09/29/06 HENRICO COUNTY
CURRENT AR#: 206 70 2176 DATE: 09/29/06 STATUS: A ASSESSMENT INDICATOR: 0
YEAR FEES PENALTY INTEREST TAXES BALANCE TOTAL SHARES
06 1,700.00 5,407,129
COMMAND:

NONSURVIVOR

CISINF8 CIS 12/28/06
SCC061 CISM0250 MICROFILM INQUIRY 08:59:33

CORP ID: F041512 - 7 CORP STATUS: 00 ACTIVE
CORP NAME: Empire General Life Assurance Corporation_____

COURT LOCALITY: 143 HENRICO COUNTY TOTAL CHARTER FEES: 2,000.00

MICROFILM NO	DOCUMENT TYPE	DATE	CHARTER FEE	PAGES
04 01 01 0542	RAC > REGISTERED AGE	01/05/04		7
03 10 02 0849	REST > RESTATEMENT	10/06/03		5
01 05 04 0746	RAC > REGISTERED AGE	05/16/01		1
97 10 05 0042	REV > REVOCATION	09/01/97		1
97 10 01 1350	REIN > REINSTATEMENT	10/08/97		1
94 12 02 0401	REST > RESTATEMENT	12/06/94		6
94 04 07 0146	RAC > REGISTERED AGE	04/26/94		1
93 05 05 0319	RAC > REGISTERED AGE	05/20/93		1
92 10 04 0071	REST > RESTATEMENT	10/16/92		5
89 01 03 0097	RAC > REGISTERED AGE	01/05/89		1
85 09 04 0814	RAC > REGISTERED AGE	09/13/85		1
82 09 01 0465	NEWC > NEW CHARTER	09/03/82	2000.00	40

COMMAND:

NONSURVIVOR

