

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

HL SECURITIES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **HL SECURITIES, INC.** _____
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **HL SECURITIES, INC.** _____
to transact business in this State under the name **HL SECURITIES, INC.** _____
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **April 26, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

Lucy J. Clark
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby ³⁵applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement: 5 AM 8 41

1. The name of the corporation is HL SECURITIES, INC.

2. *The name which it shall use in Idaho is _____

3. It is incorporated under the laws of New York

4. The date of its incorporation is August 7, 1970 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 253 Broadway, New York, NY 10007

6. The address to which correspondence should be addressed, if different from that in item 5 _____

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701

_____, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
SEE ATTACHED

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
	SEE ATTACHED	

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100,000	Common	\$ 1.00

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	\$ 1.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a certificate of corporate existence or status, issued by the proper officer of the state or country of incorporation. (The certificate should not be over 90 days old)

Dated April 19, 19 85

HL SECURITIES, INC.

By [Signature]
 James E. Ludlam, III
 Its Vice President

and [Signature]
 Stanley M. Lenkowicz
 Its Secretary

STATE OF New York)
) ss:
 COUNTY OF New York)

I, ELODIA A. FOSTER, a notary public, do hereby certify that on this 19th day of April, 19 85, personally appeared before me James E. Ludlam, III, who being by me first duly sworn, declared that he is the Vice President of HL SECURITIES, INC.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

ELODIA A. FOSTER
 Notary Public, State of New York
 Not 31-4773908
 Qualified in New York County
 Commission Expires March 30, 1987

[Signature]
 Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

RIDER

1. To act as dealer or broker, principal or agent, in the purchase and sale of securities for investment and reinvestment; to acquire by subscription, purchase (in cash or on margin) or otherwise, own, hold, underwrite, guarantee, negotiate, sell, assign, exchange, mortgage, pledge, dispose of, realize upon and deal in and with securities of all kinds, including, but not limited to, shares, shares of mutual funds, stock, bonds, debentures, scrip, warrants, rights, voting trust certificates, coupons, notes, mortgages, commercial paper, evidence of indebtedness, certificates of interest, participation certificates, acceptances and interim receipts and certificates, issued or created by claim against any corporation, association, joint stock company, partnership, firm, individual, trustee, syndicate, government, governmental authority, state, municipal corporation, or any governmental division or subdivision; to possess and exercise any and all rights, powers, and privileges of ownership of any of the property of the corporation, including the right to vote or consent or otherwise act with respect thereto; and to do any acts or things for the protection, preservation, improvement and enhancement in value of any property of the corporation.

2. To render advisory, investigatory, supervisory, managerial, or any other services, excepting legal services, in connection with the promotion, organization, reorganization, recapitalization, liquidation, consolidation, or merger of any business entity owned or to be acquired or organized by the Home Life Insurance Company, H L I Corp. and any subsidiary or affiliate of either.

3. To act as broker or dealer in the marketing and sale of separate account variable annuities of the Home Life Insurance Company and to act as broker and a dealer of securities of all kinds that may be offered for sale by the Home Life Insurance Company, any Separate Account of the Home Life Insurance Company, H L I Corp. or any subsidiary or affiliate of the named entities.

4. To render investment advice.

5. To purchase or otherwise acquire the good will, rights, property and franchises and to take over as a going concern the whole or any part of the assets and liabilities of any person, firm, association or corporation engaged in similar business, and to hold or in any manner dispose of the whole or any part of the property so acquired; to merge or consolidate with any corporation in such manner as may be permitted by law; and to continue and conduct the whole or any part of any business acquired, insofar as a corporation of this character may lawfully do so, with the right to exercise all powers necessary in and about the management of such business.

6. The activities herein referred to shall be for the advancement of corporate purposes.

7. This Corporation may conduct its business in any state of the United States, territories and possessions of the United States and in foreign countries, and may have one or more than one office, and may hold, purchase, mortgage and convey real and personal property either in or out of this state.

PIDER

OFFICERS AND DIRECTORS OF
HOME LIFE EQUITY SALES CORP.

<u>NAME AND TITLE</u>	<u>RESIDENCE ADDRESS</u>	<u>BUSINESS ADDRESS</u>
Kenneth C. Nichols President and Director	28 Fairfield Drive Short Hills, NJ 07078	253 Broadway New York, NY 10007
James E. Ludlam, III Vice President and Director	12 Beech Court Chatham Township, NJ 07928	253 Broadway New York, NY 10007
Ralph H. Emer Controller and Director	588 Northern Parkway Ridgewood, NJ 07450	253 Broadway New York, NY 10007
Sonia M. Gardner Compliance Officer and Director	616 Gary Place Westbury, NY 11590	253 Broadway New York, NY 10007
Stanley M. Lenkowitz Vice President, Secretary and Director	254 Ontario Avenue Massapequa, NY 11785	253 Broadway New York, NY 10007
John M. Ericson, Jr. Vice President	16 Dana Court Princeton, NJ 08540	253 Broadway New York, NY 10007
Steven H. Saperstein Vice President	35 Drexel Court Spring Valley, NY 10977	253 Broadway New York, NY 10007
Sanford M. Kimmel Treasurer	5 Island Court Port Washington, NY 11050	253 Broadway New York, NY 10007
James E. Thomas Assistant Secretary	1 Richardson Avenue Seacliff, NY 11579	253 Broadway New York, NY 10007

Terms of office of officers are until next Annual Meeting of Directors (March 1986) and until their successors are elected and qualified. Terms of office of directors are until the next Annual Meeting of Stockholders and until their successors are elected and qualified.

State of New York }
Department of State } ss:

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SEC

I Hereby Certify, *that I have made diligent examination of the index of corporation papers filed in this Department for a certificate, order or record of a dissolution of*

HL SECURITIES, INC.

the certificate of incorporation of which corporation was filed August 7, 1970, under the name of HOME LIFE EQUITY SALES CORP., with perpetual duration, and certificate changing name of which was filed March 29, 1985,

(Large diagonal line indicating no record found)

and that upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness *my hand and the official seal of the Department of State at the City of Albany, this 22nd day of April one thousand nine hundred and eighty-five.*

(Signature of Secretary of State)
Secretary of State